STAR WARS

EPISODE II

ATTACK OF THE CLONES

by

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and

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1 EXT. SPACE

A vast sea of stars serves as a backdrop for the Main Title, followed by a rollup, which crawls into infinity. 1

There is unrest in the Galactic Senate. Several hundred solar systems under the leadership of the rebel leader, Count Dooku, have declared their intentions to secede from the Republic.

This separatist movement has made it difficult for the limited number of Jedi Knights to maintain peace and order in the galaxy.

Senator Amidala, the former Queen of Naboo, is returning to Coruscant to vote on the critical issue of creating an army to assist the overwhelmed Jedi.

PAN UP to reveal the amber city planet of Coruscant. A yellow Naboo Fighter flies OVER CAMERA toward the planet, followed by a large Royal Cruiser and two more Fighters.

2 EXT. CITYSCAPE, CORUSCANT - DAWN

The ships skim across the surface of the city landscape. The sun glints off the chrome hulls of the sleek Naboo spacecraft as they navigate between the buildings of the capital planet. 2

3 EXT. CORUSCANT, LANDING PLATFORM - DAWN

Two Naboo Fighters land on one leaf of a three-leaf-clover landing platform. The Royal Starship lands on the central leaf, and the third Fighter lands on the remaining platform. 3

A small GROUP OF DIGNITARIES waits to welcome the Senator. One of the members of the group is a well dressed JAR JAR BINKS, a member of the Galactic Representative Commission, and DORMÉ, Senator Amidala's handmaiden.

One of the FIGHTER PILOTS jumps from the wing of his ship and removes his helmet. He is CAPTAIN TYPHO, SENATOR AMIDALA'S Security Officer. He moves over to a WOMAN PILOT.

CAPTAIN TYPHO
We made it. I guess I was wrong, there was no danger at all.

The ramp lowers. TWO NABOO GUARDS appear. SENATOR AMIDALA, ONE HANDMAIDEN (VERSÉ), and FOUR TROOPERS descend the ramp. AMIDALA is more beautiful now than she was ten years earlier when, as Queen, she was freeing her people from the yoke of the Trade Federation.

The DIGNITARIES start to move forward. SENATOR AMIDALA reaches the foot of the ramp, when suddenly there is a blinding FLASH and a huge EXPLOSION. The DIGNITARIES and PILOTS are hurled to the ground as the starship is destroyed.

Klaxons blare, alarms sound! CAPTAIN TYPHO and the TWO ESCORT PILOTS get up and run to where SENATOR AMIDALA lies dying. Beyond, ARTOO DETOO drops down from the Naboo Fighter and rolls toward the wreckage. The FEMALE ESCORT PILOT kneels by SENATOR AMIDALA and takes off her helmet, revealing SENATOR PADMÉ AMIDALA.

PADMÉ
Cordé...

She gathers up her decoy double in her arms. Cordé's eyes open. She looks up at her.

CORDÉ
I'm sorry, M'Lady... I'm... not sure I...

CORDÉ dies. PADMÉ hugs her.

PADMÉ
No... No... No...!

TYPHO
M'Lady... You are still in danger.

PADMÉ lowers CORDÉ to the ground. She gets up and looks around at the devastation. There are tears in her eyes.

PADMÉ
I should not have come back.

TYPHO
This vote is very important. You did your duty and CORDÉ did hers. Now come.
(She doesn't respond)
M'Lady please!

She turns. They walk away. ARTOO lets out a small whimper and rolls off after them.

4 EXT. SENATE BUILDING - DAY 4

The massive Senate Building glistens in the afternoon sun. Small patches of fog have still to burn off.

5 INT. SENATE CHAMBER - DAY 5

The vast rotunda is buzzing with chatter. MAS AMEDDA, the Supreme Chancellor's majordomo, tries to quiet things down as PALPATINE confers with an AIDE, UV GIEEN, riding a small one-man floating scooter.

MAS AMEDDA
Order! We shall have order! The motion for the Republic to commission an army takes precedent, and that is what we will vote on this time.

Everything quiets down. The AIDE disperses, and SUPREME CHANCELLOR PALPATINE steps to the podium.

PALPATINE
My esteemed colleagues, excuse me... I have just received some tragic and disturbing news. Senator Amidala of the Naboo system... has been assassinated!

5 CONTINUED: 5

There is a shock silence in the vast arena.

PALPATINE
(continuing)
This grevious blow is especially personal to me. Before I became Chancellor, I served Amidala when she was Queen. She was a great leader who fought for justice, not only in this honorable assembly, but also on her home planet. She was so loved she could have been elected queen for life. She believed in public service, and she fervently believed in democracy. Her death is a great loss to us all. We will all mourn her as a relentless champion of freedom... and as a dear friend.

There is a moment of silence. ASK AAK, the SENATOR of MALASTARE, moves his pod into the center of the arena.

ASK AAK
How many more Senators will die before this civil strife ends! We must confront these rebels now, and we need an army to do it.

A second pod moves into the center of the area with DARSANA, the AMBASSADOR OF GLEE ANSELM.

DARSANA
Why weren't the Jedi able to stop this assassination? We are no longer safe under their protection.

SENATOR ORN FREE TAA swings forward in his pod.

ORN FREE TAA
The Republic needs more security now! Before it comes to war.

PALPATINE
Must I remind the Senator from Malastare that negotiations are continuing with the separatists. Peace is our objective here... not war.

The SENATORS yell pro and con. MAS AMEDDA tries to calm things down. SENATOR PADMÉ AMIDALA, with CAPTAIN TYPHO, JAR JAR, and DORMÉ, maneuvers her pod into the center of the vast arena.

PADMÉ
My noble colleagues, I concur with the Supreme Chancellor. At all costs, we do not want war!

The Senate goes quiet, then there is an outburst of cheering and applause.

5

PALPATINE
It is with with great surprise and joy the chair recognizes the Senator from Naboo, Padmé Amidala.

PADMÉ
Less than an hour ago, an assassination attempt was made against my life. One of my bodyguards and six others were ruthlessly and senselessly murdered. I was the target but, more importantly, I believe this security measure before you, was the target. I have led the opposition to build an army... but there is someone in this body who will stop at nothing to assure its passage...

Many of the SENATORS boo and yell at SENATOR AMIDALA.

PADMÉ
(continuing)
I warn you, if you vote to create this army, war will follow. I have experienced the misery of war first-hand; I do not wish to do it again.

There is sporadic yelling for and against her statements.

PADMÉ
(continuing)
Wake up, Senators... you must wake up! If we offer the separatists violence, they can only show us violence in return! Many will lose their lives. All will lose their freedom. This decision could very well destroy the very foundation of our great Republic. I pray you do not let fear push you into a disastrous decision. Vote down this security measure, which is nothing less than a declaration of war! Does anyone here want that? I cannot believe they do.

There is an undercurrent of booing... and groaning. SENATOR ORN FREE TAA moves his pod next to AMIDALA.

ORN FREE TAA
My motion to defer the vote must be dealt with first. That is the rule of law.

AMIDALA looks angry and frustrated. PALPATINE gives her a sympathetic look.

5 CONTINUED: (3)

5

PALPATINE
Due to the lateness of the hour and the seriousness of this motion, we will take up these matters tomorrow. Until then, the Senate stands adjourned.

6 EXT. EXECUTIVE QUARTERS BUILDING - DAY

6

The giant towers of the Republic Executive Building seem to reach the heavens. Traffic clogs the smoggy sky.

7 INT. CHANCELLOR'S OFFICE - DAY

7

CHANCELLOR PALPATINE sits behind his desk with TWO RED-CLAD ROYAL GUARDS on either side of the door. YODA, PLO KOON, KI-ADI MUNDI, and MACE WINDU sit across from him.

PALPATINE
I don't know how much longer I can hold off the vote, my friends. More and more star systems are joining the separatists.

MACE WINDU
If they do break away -

PALPATINE
No! I will not let that happen!

MACE WINDU
But if they do, you must realize there aren't enough Jedi to protect the Republic. We are keepers of the peace, not soldiers.

PALPATINE
Master Yoda, do you think it will really come to war?

YODA closes his eyes.

YODA
Worse than war, I fear... Much worse.

PALPATINE
What?

MACE WINDU
What do you sense, Master?

YODA
Impossible to see... The Dark Side clouds everything. But this I am sure of -
(opens his eyes)
Do their duty the Jedi will.

A muted BUZZER SOUNDS. A hologram of an AIDE, DAR WAC, appears on the Chancellor's desk.

7 CONTINUED:

DAR WAC
The loyalist committee has arrived, my Lord.

PALPATINE
Send them in.

They all stand as SENATOR AMIDALA, CAPTAIN TYPHO, JAR JAR, MAS AMEDDA, DORMÉ, and THREE SENATORS (BAIL ORGANA, LUMINARA UNDULI, AND BOROX RYYDER) enter the office. As YODA and MACE WINDU move to greet the SENATOR, YODA taps AMIDALA with his cane.

YODA
With you, the Force is strong... young Senator. To see you alive brings warm feelings to my heart.

PADMÉ
Thank you, Master Yoda. Do you have any idea who was behind this attack?

MACE WINDU
Our intelligence points to disgruntled spice miners, on the moons of Naboo.

PADMÉ
I don't wish to disagree but I think that Count Dooku was behind it.

There is a stir of surprise. They look at one another.

MACE WINDU
You know, M'Lady, Count Dooku was once a Jedi. He wouldn't assassinate anyone, it's not in his character.

KI-ADI-MUNDI
He is a political idealist, not a murderer.

PALPATINE
Count Dooku has always avoided any kind of conflict. It appears he has no desire to start a war. Why would he kill you? To what end?

PADMÉ
I don't know, but everything in my being tells me he was behind it..

YODA
In dark times nothing is what it appears to be, but the fact remains Senator, in grave danger you are.

PALPATINE gets up, walks to the window, and looks out at the vast city.

7 CONTINUED: (2)

7

PALPATINE
Master Jedi, may I suggest that the Senator be placed under the protection of your graces.

BAIL ORGANA
Do you think that is a wise use of manpower during these stressful times?

PADMÉ
Chancellor, if I may comment, I do not believe the...

PALPATINE
..."situation is that serious." No, but I do, Senator.

PADMÉ
Chancellor, please! I don't want any more guards!

PALPATINE
I realize all too well that additional security might be disruptive for you, but perhaps someone you are familiar with...an old friend like... Master Kenobi...

PALPATINE nods to MACE WINDU, who nods back.

MACE WINDU
That's possible. He has just returned from a border dispute on Ansion.

PALPATINE
You must remember him, M'Lady... he watched over you during the blockade conflict.

PADMÉ
This is not necessary, Chancellor.

PALPATINE
Do it for me, M'Lady, please. I will rest easier. We had a big scare today. The thought of losing you is unbearable.

AMIDALA sighs as the JEDI get up to leave.

MACE WINDU
I will have Obi-Wan report to you immediately, M'Lady.

YODA leans into her ear.

YODA
Too little about yourself you worry, Senator, and too much about politics. Be mindful of your danger, Padmé. Accept our help.

7 CONTINUED: (3) 7

As the JEDI leave the office, PALPATINE continues to pace behind his desk.

PALPATINE
I will not let this Republic, that has stood for over a thousand years, be split in two.

8 EXT. SENATE APARTMENTS - TWILIGHT 8

A graceful skyscraper twinkles in the evening light of Coruscant.

9 INT. SENATE BUILDING, APARTMENT CORRIDOR - EVENING 9

The door to the apartment slides open. JAR JAR walks into the corridor, where TWO JEDI are exiting the elevator. He recognizes OBI-WAN and becomes extremely excited, jumping around, shaking his hand.

JAR JAR
Obi! Obi! Obi! Mesa sooo smilen to see'en yousa. Wahoooooo!

OBI-WAN smiles.

OBI-WAN
It's good to see you, too, Jar Jar.

JAR JAR
Oops! Wheresa mesa manners? Excuse me, Master Obi-Wan. I completely forgot myself for a moment there. I have had to learn Diplodialect... speak it like a native now. Don't really see the point, actually, but members of the Senate seem to prefer it...

JAR JAR notices OBI-WAN'S APPRENTICE.

JAR JAR
(continuing)
...and this, I take it, is your apprentice... Noooooooo! Annie? Noooooooo! Little Bitty Annie?
(looks at Anakin)
Noooooooo! Yousa so biggen! Yiyiyiyyi! Annie!! Mesa no believen!

ANAKIN
Hi, Jar Jar.

JAR JAR grabs hold of ANAKIN and envelops him in a big hug.

JAR JAR
Annie! Annie! Yiyiyiyiyiyiiii!

10 INT. SENATE BUILDING, APARTMENT - EVENING 10

PADMÉ is in a conference with CAPTAIN TYPHO and DORMÉ. JAR JAR enters the room, followed by the TWO JEDI.

JAR JAR
Lookie... lookie... Oops!... Oh, dear, I'm afraid I've forgotten myself again.

PADMÉ and TYPHO rise as OBI-WAN and ANAKIN stop before the SENATOR. OBI-WAN steps forward. ANAKIN stares at PADMÉ. She glances at him.

OBI-WAN
It's a pleasure to see you again, M'Lady.

PADMÉ walks over to OBI-WAN and takes his hand in hers.

PADMÉ
It has been far too long, Master Kenobi. I'm so glad our paths have crossed again... but I must warn you that I think your presence here is unnecessary.

OBI-WAN
I'm sure the Jedi Council has their reasons.

She moves in front of ANAKIN.

PADMÉ
Annie??
(stares)
My goodness, you've grown.

They look at each other for a long moment.

ANAKIN
(trying to be smooth)
So have you... grown more beautiful. I mean... and much shorter... for a Senator, I mean.

OBI-WAN looks disapprovingly at his apprentice. PADMÉ laughs and shakes her head.

PADMÉ
Oh, Annie, you'll always be that little boy I knew on Tatooine.

This embarrasses ANAKIN, and he looks down. OBI-WAN and CAPTAIN TYPHO smile.

OBI-WAN
Our presence will be invisible, M'Lady.

TYPHO
I'm very grateful you're here, Master Kenobi. The situation is more dangerous than the Senator will admit.

10 CONTINUED:

PADMÉ
I don't need more security, I need answers. I want to know who is trying to kill me.

OBI-WAN
(frowning)
We're here to protect you, Senator, not to start an investigation.

ANAKIN
We will find out who's trying to kill you, Padmé, I promise you!

He's done it again. He bites his lip in frustration and shame. OBI-WAN gives ANAKIN a dirty look.

OBI-WAN
We are not going to exceed our mandate, my young Padawan learner!

ANAKIN
I meant in the interest of protecting her, Master, of course.

OBI-WAN
We are not going through this exercise again, Anakin. You will pay attention to my lead.

ANAKIN
Why?

OBI-WAN
What??!!

ANAKIN
Why else do you think we were assigned to her, if not to find the killer? Protection is a job for local security... not Jedi. It's overkill, Master. Investigation is implied in our mandate.

OBI-WAN
We will do as the Council has instructed, and you will learn your place, young one.

PADMÉ
Perhaps with merely your presence the mysteries surrounding this threat will be revealed. Now, if you will excuse me, I will retire.

Everyone gives AMIDALA a slight bow as she and DORMÉ leave the room.

TYPHO
Well, I know I feel a lot better having you here.
(more)

10 CONTINUED: (2) 10

TYPHO (cont'd)
I'll have an officer on every floor and I'll be at the command center downstairs.

JAR JAR
Mesa busten wit happiness seein yousa again, Annie. Deesa bad times, bombad times.

CAPTAIN TYPHO leaves.

ANAKIN
She didn't even recognize me, Jar Jar. I've thought about her every day since we parted...and she's forgotten me completely.

JAR JAR
Shesa happy. Happier den mesa see-en her in longo time.

OBI-WAN
Anakin, you're focusing on the negative again. Be mindful of your thoughts. She was glad to see us. Now let's check the security here.

ANAKIN
Yes, my Master.

11 EXT. JEDI TEMPLE - EVENING 11

The vast Jedi Temple sits on an endless flat plain, silhouetted against the traffic-filled sky.

12 INT. JEDI TEMPLE, CORRIDOR - EVENING 12

MACE WINDU and YODA walk down the long hallway, silhouetted by a lit room at the end.

MACE WINDU
Why couldn't we see this attack on the Senator?

YODA
Masking the future, is this disturbance in the Force.

MACE WINDU
The prophecy is coming true, the Dark Side is growing.

YODA
And only those who have turned to the Dark Side can sense the possibilities of the future. Only going through the Dark Side can we see.

12 CONTINUED: 12

12

MACE WINDU
It's been ten years, and the Sith still have not shown themselves. Do you think they are behind this?

YODA
...Out there, they are. A certainty, that is.

MACE WINDU
Do you think Obi-Wan's apprentice will be able to bring balance to the Force?

YODA
Only if he chooses to follow his destiny.

There is a long silence as they walk away. Only footsteps are heard.

13 INT. SENATE BUILDING, AMIDALA'S APARTMENT, BEDROOM - NIGHT 13

PADMÉ is asleep in her bed, lit only by the light of the city outside her window coming through the blinds. ARTOO stands in the corner of the bedroom. His power is off.

14 INT. SENATE BUILDING, AMIDALA'S APARTMENT, MAIN ROOM - NIGHT 14

ANAKIN is standing in the living room. He is in a meditative state. It is quiet. We hear DISTANT FOOTSTEPS in the corridor outside the apartment. Suddenly ANAKIN'S eyes pop open. His eyes dart around the room. He reaches for his lightsaber, then smiles and puts it back on his belt.

The door to the apartment slides open, and OBI-WAN enters.

OBI-WAN
Captain Typho has more than enough men downstairs. No assassin will try that way. Any activity up here? *

ANAKIN
Quiet as a tomb. I don't like just waiting here for something to happen to her.

OBI-WAN checks a palm-sized view scanner he has pulled out of his utility belt. It shows a shot of ARTOO by the door, but no sign of PADMÉ on the bed.

OBI-WAN
What's going on? *

ANAKIN shrugs.

ANAKIN
She covered the camera. I don't think she liked me watching her.

14 CONTINUED: 14

OBI-WAN
What is she thinking?

ANAKIN
She programmed Artoo to warn us if there's an intruder.

OBI-WAN
It's not an intruder I'm worried about. There are many other ways to kill a Senator.

ANAKIN
I know, but we also want to catch this assassin. Don't we, Master?

OBI-WAN
You're using her as bait??

ANAKIN
It was her idea... No harm will come to her. I can sense everything going on in that room. Trust me.

OBI-WAN
It's too risky... and your senses aren't that attuned, young apprentice.

ANAKIN
And yours are?

OBI-WAN
Possibly.

15 INT. SENATE BUILDING, AMIDALA'S APARTMENT, BEDROOM - NIGHT 15

As PADMÉ sleeps, a PROBE DROID approaches outside her window. It sends out several small arms that attach to the window, creating sparks that shut down the security system. Then a large arm cuts a small hole in the glass... A FAINT SOUND is heard as the small section of glass is removed from the window.

ARTOO wakes up, and his lights go on. The PROBE DROID freezes. ARTOO looks around, makes a PLAINTIVE LITTLE SOUND, then shuts down again. The PROBE DROID attaches a little tube to the window. TWO DEADLY LOOKING CENTIPEDE-LIKE KOUHUNS exit the tube crawl through the blinds and head toward the sleeping PADMÉ.

16 INT. SENATE BUILDING, AMIDALA'S APARTMENT, MAIN ROOM - NIGHT 16

ANAKIN and OBI-WAN continue their conversation in the main room of the apartment.

OBI-WAN
You look tired.

16 CONTINUED: 14*

16

ANAKIN
I don't sleep well, anymore.

OBI-WAN
Because of your mother?

ANAKIN
I don't know why I keep dreaming about her now. I haven't seen her since I was little.

OBI-WAN
Dreams pass in time.

ANAKIN
I'd rather dream of Padmé. Just being around her again is... intoxicating.

OBI-WAN
Mind your thoughts, Anakin, they betray you. You've made a commitment to the Jedi Order... a commitment not easily broken... and don't forget she's a politician. They're not to be trusted.

ANAKIN
She's not like the others in the Senate, Master.

OBI-WAN
It's been my experience that Senators are only focused on pleasing those who fund their campaigns... and they are more than willing to forget the niceties of democracy to get those funds.

ANAKIN
Not another lecture, Master. Not on the economics of politics... and besides, you're generalizing. The Chancellor doesn't appear to be corrupt.

OBI-WAN
Palpatine's a politician, I've observed that he is very clever at following the passions and prejudices of the Senators.

ANAKIN
I think he is a good man. My instincts are very positive about...

ANAKIN looks stunned. He looks sharply at OBI-WAN.

16 CONTINUED: (2) 15

OBI-WAN
I sense it too. 1

17 INT. SENATE BUILDING, AMIDALA'S APARTMENT, BEDROOM - NIGHT 17

ARTOO sounds an alarm and shines a light on the bed. THE KOUHUNS are inches from PADMÉ's face. Their mouths are open, and wicked stinger tongues flick out.

OBI-WAN and ANAKIN burst into the room. The KOUHUNS stand on their hind legs and hiss as PADMÉ wakes up. ANAKIN throws himself in front of her, whacking in half the deadly creatures with his lightsaber.

OBI-WAN sees the DROID outside the window and races straight at it, crashing through the blinds as he goes through the window.

18 EXT. WINDOW LEDGE, APARTMENT BUILDING - NIGHT 18

OBI-WAN flies through the glass window and flings himself at the PROBE DROID, grabbing onto the deadly machine before it can flee. The PROBE DROID sinks under the weight of OBI-WAN but manages to stay afloat and fly away, with the Jedi hanging on for dear life, a hundred stories above the city.

19 INT. SENATE BUILDING, AMIDALA'S APARTMENT - NIGHT 19

ANAKIN and PADMÉ stare at the sight of OBI-WAN being carried off by the DROID. ANAKIN turns to her. She pulls her nightdress around her shoulders.

ANAKIN
Stay here!

CAPTAIN TYPHO, with TWO GUARDS and DORMÉ, enter the room as ANAKIN dashes out.

20 EXT. CITYSCAPE, CORUSCANT - NIGHT 20

The PROBE DROID sends several protective electrical shocks across its surface, causing OBI-WAN to almost lose his grip. As they dart in and out of the speeder traffic, OBI-WAN disconnects a wire on the back of the DROID. Its power shuts off! OBI-WAN and the DROID drop like rocks. OBI-WAN realizes the error of his ways and quickly puts the wire back. The DROID'S systems light up again, and it takes off.

21 EXT. SENATE APARTMENTS - ENTRANCE - NIGHT 21

ANAKIN charges out of the building and runs to a line of parked speeders. He vaults into a open one and takes off, gunning it fast toward the lines of speeder traffic high above.

22 EXT. CITYSCAPE, CORUSCANT - NIGHT 22

The DROID bumps against a wall, hoping to knock the Jedi loose. It moves behind a speeder afterburner to scorch him. It takes the JEDI wildly between buildings and finally skims across a rooftop

22 CONTINUED: 22

as OBI-WAN is forced to lift his legs, then run across the roof, tenaciously hanging onto the DROID. The DROID heads for a dirty, beat-up speeder hidden in an alcove of a building about twenty stories up. When the pilot of the speeder, a scruffy Bounty Hunter called ZAM WESELL, sees the DROID approach with OBI-WAN hanging on, she pulls a long rifle out of the speeder and starts to fire at the JEDI. EXPLOSIONS burst all around OBI-WAN. *

OBI-WAN
I have a bad feeling about this. *

FINALLY the DROID suffers a direct hit and blows up. OBI-WAN falls fifty stories, until a speeder drops down next to him, and he manages to grab onto the back end of the speeder and haul himself toward the cockpit. The JEDI struggles to climb into the passenger seat of the open speeder and sit down next to the driver, ANAKIN.

ANAKIN
That was wacky! I almost lost you in the traffic.

OBI-WAN
What took you so long?

ANAKIN
Oh, you know, Master, I couldn't find a speeder I really liked, with an open cockpit... and with the right speed capabilities... and then you know I had to get a really gonzo color...

They zoom upward in hot pursuit of ZAM as she fires out the open window at them with her laser pistol.

OBI-WAN
If you'd spend as much time working on your saber skills as you do on your wit, young Padawan, you would rival Master Yoda as a swordsman.

ANAKIN
I thought I already did.

OBI-WAN
Only in your mind, my very young apprentice. Careful!! Hey, easy!!

As this conversation is going on, ANAKIN deftly moves in and out of the oncoming traffic, across lanes, between buildings, and miraculously through a construction site. ZAM WESELL continues firing at them.

ANAKIN
Sorry, I forgot you don't like flying, Master.

OBI-WAN
I don't mind flying... but what you're doing is suicide.

They barely miss a commuter train.

22 CONTINUED: (2)

22

ANAKIN
Master, you know I've been flying since before I could walk. I'm very good at this.

OBI-WAN
Just slow down!

ZAM WESELL and the JEDI race through a line of cross-traffic made up of giant trucks. The speeders bank sideways as they slide around right-angle turns between buildings. ZAM races into a tram tunnel.

OBI-WAN
(continuing)
Wait! Don't go in there!

ANAKIN zooms into the tunnel after ZAM. They see a tram coming at them. They brake, turn around, and race out, barely ahead of the charging commuter transport.

OBI-WAN
(continuing)
You know I don't like it when you do that!

ANAKIN
Sorry, Master. Don't worry, this guy's gonna kill himself any minute now!

ZAM WESELL turns into oncoming traffic, deliberately trying to throw the JEDI off. Oncoming speeders swerve, trying to avoid ZAM and the JEDI. ZAM does a quick, tight loop-over and ends up behind the JEDI. She is now in a much better position to fire at them with her laser pistol. To avoid being hit by the laser bolts, ANAKIN slams on the brakes and moves alongside ZAM. She now fires point-blank at OBI-WAN.

OBI-WAN
What are you doing? He's gonna blast me.

ANAKIN
Right - this isn't working.

ANAKIN slides underneath Zam's speeder. They race along in traffic, one speeder right on top of the other. The BOUNTY HUNTER skims over the rooftops, causing ANAKIN to drop behind. ANAKIN goes through his gears, zooming around traffic. They race at high speed across a wide, flat surface of the city planet. A large spacecraft almost collides with them as it attempts to land. They round a corner and clip a flag, which gets caught on one of the front air scoops.

OBI-WAN
That was too close!

ANAKIN
Clear that!

OBI-WAN
What??

22 CONTINUED: (3)

22

ANAKIN
Clear the flag! We're losing power! Hurry!

OBI-WAN leans out of the speeder, then crawls out on the front engine and pulls the flag free of the scoop. The speeder lurches forward with a surge of power.

OBI-WAN
Whoooooaaa! Don't do that! I don't like it when you do that!

ANAKIN
So sorry, Master.

They chase the BOUNTY HUNTER through a power refinery.

OBI-WAN
It's dangerous near those power couplings! Slow down! Don't go through there!

Huge electrical bolts shoot between the buildings as the speeders pass.

OBI-WAN
(continuing)
Yiiii, what are you doing?

ANAKIN
Sorry, Master!

OBI-WAN
(sarcastically)
Oh, that was good...

ANAKIN
That was crazy!!!

ZAM slides around a corner sideways, blocking an alley, firing point-blank as ANAKIN approaches.

ANAKIN
(continuing)
Ahh, damn.

OBI-WAN
Stop!!

ANAKIN
No, we can make it.

ANAKIN barely misses the BOUNTY HUNTER'S speeder as he dives under it, and through a small gap in the building hitting several pipes and going wildly out of control. ANAKIN struggles to regain control of the speeder, narrowly missing a crane, barely clipping a pair of giant struts. A giant gasball shoots up, causing ANAKIN to spin and bump a building, stalling the speeder.

OBI-WAN
I'm crazy... I'm crazy... I'm crazy.

22 CONTINUED: (4)

22

ANAKIN
But it worked... we made it.

OBI-WAN
(angrily)
It didn't work... we've stalled!
And you almost got us killed!

ANAKIN
I think we're still alive.

ANAKIN works to get the speeder started. It races to life.

OBI-WAN
(very angrily)
It was stupid!

ANAKIN
(sheepishly)
I could have made it...

OBI-WAN
(furious)
But you didn't!!! And now we've lost him.

Suddenly, there is an ambush. Laser bolts are everywhere. EXPLOSIONS surround them. They look up and see ZAM WESELL take off.

ANAKIN
No we didn't...

Out of a cloud of smoke and ball of flames the JEDI tear after ZAM. They are smoking. OBI-WAN slaps out a small fire on the dashboard. ZAM goes up and down, through cross-traffic. There is a near miss as a speeder almost hits them. ZAM turns down and left between two buildings. ANAKIN pulls up and to the right.

OBI-WAN
Where are you going?!... He went down there, the other way.

ANAKIN
This is a shortcut... I think.

OBI-WAN
What do you mean, "You think?" What kind of shortcut?! He went completely the other way! You've lost him!

ANAKIN
Master, if we keep this chase going, that creep's gonna end up deep fried. Personally, I'd very much like to find out who in the hell he is and who he's working for...

OBI-WAN
(sarcastic)
Oh, so that's why we're going in the wrong direction.

22 CONTINUED: (5) 20*

22

ANAKIN turns up a side street, zooms up several small passageways, then stops, hovering about fifty stories up.

OBI-WAN
(continuing)
Well, you lost him.

ANAKIN
I'm deeply sorry, Master.

ANAKIN looks around front and back. He spots something. He seems to start counting to himself as he watches something below approach.

ANAKIN
(continuing)
Excuse me for a moment.

ANAKIN jumps out of the speeder. OBI-WAN looks down and sees Zam's speeder about five stories below them cruising past. ANAKIN miraculously lands on top of the Bounty Hunter's speeder. The speeder wobbles under the impact. ZAM looks up and realizes what has happened.

ZAM takes off, and ANAKIN slides to the back strut and almost slips off, but manages to hang on. ANAKIN works his way back to the speeder's cockpit, just as ZAM stops suddenly, and ANAKIN flies forward to the left front fork. ZAM shoots at him with a laser pistol. There is a BLAST near ANAKIN's hand, which breaks off a piece of the speeder. ANAKIN slides to the right fork of the speeder, where ZAM can't reach him, then he scrambles to the top, holding onto an air scoop.

OBI-WAN has jumped into the driver's seat of his speeder and is deftly gaining on the rogue speeder. The two speeders dive through oncoming traffic and then through cross traffic. Finally, ANAKIN is able to get hold of his lightsaber and starts to cut his way through the roof of the speeder. ZAM takes out her laser pistol and starts firing at the helpless JEDI, knocking the sword out of his hand. OBI-WAN races under the speeder and catches the Jedi weapon in the passenger's seat.

ANAKIN sticks his hand into the cockpit and, using the Force, pulls the gun out of ZAM's hand. She grabs the Jedi's hand, and they struggle for the weapon. It goes off, blowing a hole in the floor of the speeder. The speeder careens wildly out of control. ZAM struggles to pull the speeder out of its nose dive. OBI-WAN gets slowed down by traffic and loses sight of the Bounty Hunter's speeder.

Just as the speeder is about to nose dive into the ground, ZAM pulls it out, and it slides hard on the pavement in a shower of sparks. ANAKIN goes flying into the street.

23 EXT. ENTERTAINMENT STREET - NIGHT 23

ZAM exits the crashed speeder and runs. ANAKIN picks himself up of the pavement and runs after her down the very crowded street.

It's the seedy underbelly of the city. Broken sidewalks, garish lights reflected in filthy puddles. It's pretty crowded with various ALIEN LOW-LIFES, PANHANDLING DROIDS, and the occasional group of UPPERCLASS SLUMMERS.

23 CONTINUED: 23

ANAKIN barges into several of them as he chases after the fleeing ZAM. He loses the Bounty Hunter in the crowd, then sees him again. The young Jedi is having a very difficult time getting through the crowd.

Ahead, ZAM turns in through a door and disappears.

A nightclub sign is flashing over the door. ANAKIN is just about to follow ZAM when there is a sudden swirl of litter from downthrusters. PEOPLE start moving out of the way, and the open speeder lands in the street beside him. OBI-WAN gets out and walks over, holding out ANAKIN'S lightsaber.

OBI-WAN
Anakin!

ANAKIN
She went into that club, Master.

OBI-WAN
Patience.

OBI-WAN hands ANAKIN the lightsaber.

OBI-WAN
(continuing)
Here. Next time try not to lose it.

ANAKIN
Sorry, Master.

ANAKIN reaches for the lightsaber, but OBI-WAN holds it back.

OBI-WAN
A Jedi's saber is his most precious possesion...

ANAKIN
Yes Master.

He reaches for the lightsaber, OBI-WAN pulls it back.

OBI-WAN
He must keep it with him at all times.

ANAKIN
I know, Master.

OBI-WAN
This weapon is your life.

ANAKIN
I've heard this lesson before...

OBI-WAN finally holds out the lightsaber and ANAKIN grabs it.

OBI-WAN
But, you haven't learned anything, Anakin.

ANAKIN
I try Master.

24 INT. NIGHTCLUB - NIGHT 24

OBI-WAN and ANAKIN enter the nightclub bar, and everyone stares at them.

OBI-WAN
Why do I think you are going to be the death of me?!

ANAKIN
Don't say that Master... You're the closest thing I have to a father... I love you. I don't want to cause you pain.

OBI-WAN
Then why don't you listen to me?!

ANAKIN
I will. I'll do better, I promise.

OBI-WAN
Do you see him?

ANAKIN
I think he's a she...

OBI-WAN
Then be extra careful...
(nods to the room)
Check it out.

OBI-WAN goes away.

ANAKIN
Where are you going, Master?

OBI-WAN
To get a drink.

OBI-WAN heads for the bar. ANAKIN blinks in surprise, then moves into the room, where ALIEN FACES look back at him with hostility, suspicion, and invitation as he moves among the tables. OBI-WAN arrives at the bar. He signals the BARMAN.

CLOSE -- Somewhere in the room a HAND moves to a pistol in its holster and unsnaps the safety catch. At the bar, a glass is placed in front of OBI-WAN. A drink is poured. He lifts the glass.

ELIAN SLEAZEBAGGANO
Wanna buy some death sticks?

OBI-WAN looks at him. He moves his fingers slightly.

OBI-WAN
You don't want to sell me death-sticks.

ELIAN SLEAZEBAGGANO
I don't want to sell you death-sticks.

OBI-WAN moves his fingers.

24 CONTINUED: 23*

24

OBI-WAN
You want to go home and re-think your life.

ELIAN SLEAZEBAGGANO
I want to go home and re-think my life.

He leaves. OBI-WAN lifts the drink and tosses it back.

CLOSE - The gun is drawn from its holster and held down out of sight. The BOUNTY HUNTER starts to move toward the bar.

ANAKIN checks out ALIEN FACES. OBI-WAN signals for another drink. The gun moves toward his unsuspecting back.

The drink is poured. OBI-WAN reaches for it. The gun is raised to aim directly at his back, and suddenly OBI-WAN turns fast. His lightsaber flashes. There is a shrill SCREAM and ZAM'S ARM hits the floor. The gun drops from its twitching fingers. Blood spreads.

The room is silent. ALIENS rise menacingly from their seats, and ANAKIN is suddenly at OBI-WAN's side, his lightsaber glowing.

ANAKIN
Easy... official business. Go back to your drinks.

Slowly, the ALIENS sit. Conversation resumes. Onstage, THE PERFORMERS pick up their routine. OBI-WAN and ANAKIN lift ZAM and carry her out.

25 EXT. ALLEY OUTSIDE NIGHTCLUB - NIGHT 25

OBI-WAN and ANAKIN carry ZAM into the alley and lower her to the ground. OBI-WAN attends to her wounded shoulder. She stares up hatefully at ANAKIN. She winces in pain, then nods.

OBI-WAN
Do you know who it was you were trying to kill?

ZAM WESELL
The Senator from Naboo.

OBI-WAN
Who hired you?

ZAM glares at OBI-WAN.

ZAM WESELL
It was just a job.

ANAKIN
Tell us!

ZAM WESELL
That Senator's gonna die soon anyway, and the next one won't make the same mistake I did...

25 CONTINUED: 25

OBI-WAN
This wound's going to need treatment.

ANAKIN
Who hired you? Tell us...tell us now!

ZAM glares hatefully.

ZAM WESELL
It was a bounty hunter called...

There is a sudden FTZZZ sound. ZAM twitches. She blinks in surprise and dies.

There is a WHOOSH from above. OBI-WAN and ANAKIN look up to see an ARMORED ROCKET-MAN taking off from a roof high above. He shoots up fast into the sky and disappears. OBI-WAN looks down at ZAM. He touches her neck and pulls out a small, wicked-looking dart.

OBI-WAN
Toxic dart...

26 INT. SENATE BUILDING, AMIDALA'S APARTMENT - DAY 26

ANAKIN and JAR JAR stand near the door of the anteroom to PADMÉ's bedroom. PADMÉ and DORMÉ move about packing luggage.

PADMÉ
Representative Binks, I know I can count on you.

JAR JAR
Yousa betchen mesa bottums.

PADMÉ
What??!!

JAR JAR
(coughs, recovers)
Oh, pardone-ay, Senator. I mean, I am honored to accept this heavy burden. I take on this responsibility with deep humility tinged with an overwhelming pride.
(pompously)
It is not every day that I am called upon to...

PADMÉ kisses him on the cheek and gives him a hug. JAR JAR turns red.

PADMÉ
You are a good friend, Jar Jar. I don't wish to hold you up. I'm sure you have a great deal to do.

JAR JAR
Of course, M'Lady.

26 CONTINUED: 25

JAR JAR bows and goes out. As he passes ANAKIN, he flashes a dazzling smile... PADMÉ is in a very bad mood. 2

PADMÉ
I do not like this idea of hiding.

ANAKIN
Don't worry, now that the council has ordered an investigation, it won't take Master Obi-Wan long to find that bounty hunter.

PADMÉ
(frustrated)
I haven't worked for a year to defeat the "military creation act" not to be here when its fate is decided!

ANAKIN
Sometimes we have to let go of our pride and do what is requested of us.

PADMÉ
Pride?!? Annie, you're young, and you don't have a very firm grip on politics. I suggest you reserve your opinions for some other time.

ANAKIN
Sorry, M'Lady. I was only trying to...

PADMÉ
Annie! No!

ANAKIN
Please don't call me that.

PADMÉ
What?

ANAKIN
Annie...

PADMÉ
I've always called you that... it is your name, isn't it?

ANAKIN
It's Anakin. When you say Annie it's like I'm still a little boy... and I'm not.

PADMÉ
I'm sorry, Anakin. It's impossible to deny you've...
(looks him over)
...that you've grown up.

PADMÉ smiles at ANAKIN. He becomes a little shy.

26 CONTINUED: (2)

26

ANAKIN
Master Obi-Wan manages not to see it...

PADMÉ
Mentors have a way of seeing more of our faults than we would like. It's the only way we grow.

ANAKIN
Don't get me wrong... Obi-Wan is a great mentor, as wise as Master Yoda and as powerful as Master Windu. I am truly thankful to be his apprentice. Only... although I'm a Padawan learner, in some ways... a lot of ways... I'm ahead of him. I'm ready for the trials. I know I am! He knows it too. He feels I'm too unpredictable... Other Jedi my age have gone through the trials and made it... I know I started my training late... but he won't let me move on.

PADMÉ
That must be frustrating.

ANAKIN
It's worse... he's overly critical! He never listens! He just doesn't understand. It's not fair!

PADMÉ cannot suppress a laugh. She shakes her head.

PADMÉ
I'm sorry... You sounded exactly like that little boy I once knew, when he didn't get his way.

ANAKIN
I'm not whining! I'm not.

PADMÉ just smiles at him. DORMÉ laughs in the background.

PADMÉ
I didn't say it to hurt you.

ANAKIN
I know...

There is a brief silence, then PADMÉ comes over to ANAKIN.

PADMÉ
Anakin...

They look into each other's eyes for the first time.

PADMÉ
(continuing)
Don't try to grow up too fast.

26 CONTINUED: (3) 26

ANAKIN
I am grown up. You said it yourself.

ANAKIN looks deep into PADMÉ's eyes.

PADMÉ
Please don't look at me like that.

ANAKIN
Why not?

PADMÉ
Because I can see what you're thinking.

ANAKIN
(laughing)
Ahh... So, you have Jedi powers too?

DORMÉ is watching with concern.

PADMÉ
It makes me feel uncomfortable.

ANAKIN
Sorry, M'Lady.

ANAKIN backs away as PADMÉ turns and goes back to her packing.

27 EXT. CORUSCANT, SPACEPORT FREIGHTER DOCKS, TRANSPORT BUS - DAY 27

A small bus speeds toward the massive freighter docks of Coruscant's industrial area. The spaceport is bustling with activity. Transports of various sizes move supplies and passengers as giant floating cranes lift cargo out of the starships. The bus stops before a huge, intergalactic freighter starship. It parks in the shadows of an overhang.

28 INT. CORUSCANT, SPACEPORT FREIGHTER DOCKS, TRANSPORT BUS - DAY 28

ANAKIN and PADMÉ, dressed in Outland peasant outfits, get up and head for the door where CAPTAIN TYPHO, DORMÉ, and OBI-WAN are waiting to hand them their luggage. DORMÉ is dressed to look like Senator Amidala.

CAPTAIN TYPHO
Be safe, M'Lady.

PADMÉ
Thank you, Captain. Take good care of Dormé... The threat's on you two now.

DORMÉ
He'll be safe with me.

They laugh, and PADMÉ embraces her faithful handmaiden. DORMÉ starts to weep.

28 CONTINUED:

28

PADMÉ
You'll be fine.

DORMÉ
It's not me, M'Lady. I worry about you. What if they realize I'm not you?

PADMÉ
(looks to Anakin)
Then my Jedi protector will have to prove how grown up he is.

DORMÉ and PADMÉ smile. ANAKIN frowns as OBI-WAN pulls him aside.

OBI-WAN
Anakin, you stay put on Naboo. Don't attract attention. Do absolutely nothing without checking in with me or the Council.

ANAKIN
Yes, Master.

OBI-WAN
(to Padmé)
I will get to the bottom of this plot quickly, M'Lady. You'll be back here in no time.

PADMÉ
I will be most grateful for your speed, Master Jedi.

ANAKIN
Time to go.

PADMÉ
I know.

PADMÉ gives DORMÉ a last hug, ANAKIN picks up the luggage, and the TWO PEASANTS exit the speeder bus, where ARTOO is waiting for them.

OBI-WAN
May The Force Be With You.

ANAKIN
May The Force Be With You, Master.

They head off toward the giant Starfreighter.

PADMÉ
Suddenly, I'm afraid...

ANAKIN
This is my first assignment on my own, I'm kinda scared too.

PADMÉ
There's nothing to worry about we have Artoo with us.

They laugh.

28 CONTINUED: (2) 28

OBI-WAN and CAPTAIN TYPHO watch ANAKIN and PADMÉ disappear into the vastness of the spaceport with ARTOO trundling along behind them.

OBI-WAN
I hope he doesn't try anything foolish.

CAPTAIN TYPHO
I'd be more concerned about her doing something, than him.

29 EXT. FREIGHTER DOCKS - CORUSCANT - DAY 29

The freighter slowly takes off from the huge docks area of Coruscant. It soon moves into the crowded skies.

30 INT. JEDI TEMPLE, MAIN HALLWAY - LATE DAY 30

From high above, light streams down from the lofty ceilings. OBI-WAN crosses the floor of the great hallway, heading for the Analysis Rooms.

31 INT. JEDI TEMPLE, ANALYSIS CUBICLES - LATE DAY 31

OBI-WAN walks past several glass cubicles where work is going on. He comes to an empty one and sits down in front of a console. A PK-4 ANALYSIS DROID comes to life. A tray slides out of the console.

PK-4
Place the subject for analysis on the sensor tray, please.

OBI-WAN puts the dart onto the tray, which retracts into the console. The DROID activates the system, and a screen lights up in front of OBI-WAN.

OBI-WAN
It's a toxic dart. I need to know where it came from and who made it.

PK-4
One moment, please.

Diagrams and data appear on the screen, scrolling past at great speed. OBI-WAN watches as the screen goes blank. The tray slides out.

PK-4
(continuing)
As you can see on your screen, subject weapon does not exist in any known culture. Markings cannot be identified. Probably self-made by a warrior not associated with any known society.

OBI-WAN
Excuse me? Could you try again please?

31 CONTINUED:

31

PK-4
Master Jedi, our records are very thorough. They cover eighty percent of the galaxy. If I can't tell you where it came from, nobody can.

OBI-WAN picks up the dart and looks at it, then looks to the DROID.

OBI-WAN
Thanks for your assistance! You may not be able to figure this out, but I think I know someone who might.

32 EXT. SPACE, STARSHIP FREIGHTER

32

The massive, slow-moving Freighter suddenly zooms away into lightspeed.

33 INT. STARFREIGHTER, STEERAGE HOLD - DAY

33

A great, gloomy hold is crowded with EMIGRANTS and their belongings. To one side ARTOO is coming to the head of a food line, where SERVERS are ladling out bowls of mush. ARTOO holds two bowls.

SERVER
Keep moving! Keep moving!

ARTOO slips a tube into a tub of mush and sucks up a large quantity. With one of his little claw-arms, he grabs several chunks of something that looks like bread. A SERVER sees him.

SERVER
(continuing)
Hey! No Droids!

ARTOO takes one last big suck and heads away from the food line. The SERVER shouts after him angrily. The little droid moves past groups of eating or sleeping EMIGRANTS and comes to where ANAKIN is sound asleep. The young Jedi seems to be having a nightmare. He is very restless.

ANAKIN
No, no, Mom, no...

He is sweating. PADMÉ leans over to wipe some of the sweat from his forehead. He wakes with a start, then realizes where he is. PADMÉ simply looks at him. He stares back, somewhat confused. ARTOO fills up two bowls with mush.

ANAKIN
(continuing)
What?

PADMÉ
You seemed to be having a nightmare.

ANAKIN looks at PADMÉ a little more closely, trying to see if he revealed any of his secrets. She hands him a bowl of mush and

33 CONTINUED: 33

bread.

PADMÉ
(continuing)
Are you hungry?

ANAKIN
Thanks.

PADMÉ
We went into lightspeed a while ago.

ANAKIN looks into PADMÉ's eyes.

ANAKIN
I look forward to seeing Naboo again. I've thought about it every day since I left. It's by far the most beautiful place I've ever seen...

PADMÉ is a little unnerved by his intense stare.

PADMÉ
You were just a little boy then. It may not be as you remember it; time changes your perception.

ANAKIN
I think time has given me much more mature feelings to enhance my perception.

PADMÉ
It must be difficult having sworn your life to the Jedi... not being able to visit the places you like... or do the things you like...

ANAKIN
Or be with the people I love.

PADMÉ
Are you allowed to love? I thought it was forbidden for a Jedi.

ANAKIN
Attachment is forbidden. Possession is forbidden. Compassion, which I would define as unconditional love, is central to a Jedi's life, so you might say we're encouraged to love.

PADMÉ
You have changed so much.

33 CONTINUED: (2) 33

ANAKIN
You haven't changed a bit. You're exactly the way I remember you in my dreams. I doubt if Naboo has changed much either.

PADMÉ
It hasn't...

ANAKIN
I can't wait to breathe that sweet breeze that comes off the rolling hills. Whenever I try to visualize the Force, those hills are what I see.

ANAKIN looks at PADMÉ when he says this.

ANAKIN
(continuing)
I love Naboo...

There is an awkward moment.

PADMÉ
(changing the subject)
You were dreaming about your mother earlier, weren't you?

ANAKIN
Yes... I left Tatooine so long ago, my memory of her is fading. I don't want to lose it. Recently I've been seeing her in my dreams... vivid dreams... scary dreams. I worry about her.

PADMÉ gives ANAKIN a sympathetic look.

34 EXT. CORUSCANT, DOWNTOWN, BACK STREET - MORNING 34

OBI-WAN walks down the street. It is a pretty tough part of town. Old buildings, warehouses, beat up speeders and transporter rigs thundering past. Above, the old elevated monospeed with occasional "shiny freighters" hissing through.

OBI-WAN comes to a kind of alien diner. On the steamed-up windows it says "DEX'S DINER," in alien lettering. He goes inside.

35 INT. CORUSCANT, DEX'S DINER - MORNING 35

A young waitress, HERMIONE BAGWA, is wiping off a booth tabletop. There is a counter with stools and a line of booths along the wall by the window. A number of CUSTOMERS are eating - TOUGH-LOOKING WORKERS, FREIGHTER DRIVERS ETC. HERMIONE looks up as OBI-WAN comes in.

HERMIONE BAGWA
Can I help ya?

OBI-WAN
I'm looking for Dexter.

35 CONTINUED: 35

HERMIONE's eyes narrow.

HERMIONE BAGWA
Waddya want him for?

OBI-WAN
He's not in trouble. It's personal.

HERMIONE stares at OBI-WAN. There is a brief pause, then she goes to the open serving hatch behind the counter.

HERMIONE BAGWA
Someone to see ya, honey.
(lowering her voice)
A Jedi, by the looks of him.

Steam billows out from the kitchen hatch behind the counter as a huge head pokes through.

DEXTER JETTSTER
Obi-Wan!

OBI-WAN
Hey, Dex.

DEXTER JETTSTER
Take a seat! Be right with ya!

OBI-WAN sits in a booth.

HERMIONE BAGWA
You want a cup of ardees?

OBI-WAN
Thank you.

HERMIONE moves off as the door to the counter opens and DEXTER JETTSTER appears. He is big - bald and sweaty, old and alien. Not someone to tangle with. He arrives, beaming hugely.

DEXTER JETTSTER
Hey, ol' buddy!

OBI-WAN
Hey, Dex.

DEXTER eases himself into the seat opposite OBI-WAN. He can just make it. HERMIONE sets two mugs of steaming ardees in front of them.

DEXTER JETTSTER
So, my friend. What can I do for ya?

OBI-WAN
You can tell me what this is.

OBI-WAN places the dart on the table between them. DEX's eyes widen. He puts down his mug.

DEXTER JETTSTER
(softly)
Well, waddya know...

35 CONTINUED: (2)

35

DEXTER picks up the dart delicately between his puffy fingers and peers at it.

DEXTER JETTSTER
(continuing)
I ain't seen one of these since I was prospecting on Subterrel beyond the outer rim!

OBI-WAN
Do you know where it came from?

DEXTER grins. He puts the dart down between them.

DEXTER JETTSTER
This baby belongs to them cloners. What you got here, is a Kamino Kyberdart.

OBI-WAN
Kamino Kyberdart?.. I wonder why it didn't show up in our analysis archive.

DEXTER JETTSTER
It's these funny little cuts on the side that give it away... Those analysis droids you've got over there only focus on symbols, you know. I should think you Jedi would have more respect for the difference between knowledge and wisdom.

OBI-WAN
Well, Dex, if droids could think, we wouldn't be here, would we?
(laughing)
Kamino... doesn't sound familiar. Is it part of the Republic?

DEXTER JETTSTER
No, it's beyond the outer rim. I'd say about twelve parsecs outside the Rishi Maze, toward the south. It should be easy to find, even for those droids in your archive to find. These Kaminoians keep to themselves. They're cloners. Damned good ones, too.

OBI-WAN picks up the dart, holding it midway between them.

OBI-WAN
Cloners? Are they friendly?

DEXTER JETTSTER
It depends.

OBI-WAN
On what, Dex?

DEXTER grins.

35 CONTINUED: (3)

DEXTER JETTSTER
On how good your manners are...
and how big your pocketbook is...

36 EXT. NABOO SPACEPORT - DAY 36

The Starfreighter lands in the giant port city of Theed.

PADMÉ, ANAKIN, and ARTOO are among the EMIGRANTS streaming from the Starfreighter into the vast docking area. They exit onto the main plaza.

37 EXT. NABOO PALACE, GRAND COURTYARD - AFTERNOON 37

The speeder bus pulls up and stops. PADMÉ, ANAKIN, and ARTOO get out. The great courtyard stretches before them, and they see the rose-colored domes of the palace on the far side. ARTOO WHISTLES. They pick up their gear and start to cross the courtyard. ARTOO trundles behind them.

ANAKIN
If I grew up here, I don't think I'd ever leave.

PADMÉ
(laughing)
I doubt that.

ANAKIN
No, really. When I started my training, I was very homesick and very lonely. This city and my Mom were the only pleasant things I had to think about... the problem was, the more I thought about my Mom, the worse I felt. But I would feel better if I thought about the palace - the way it shimmers in the sunlight - the way the air always smells of flowers...

PADMÉ
...and the soft sound of the distant waterfalls. The first time I saw the Capital, I was very young... I'd never seen a waterfall before. I thought they were so beautiful... I never dreamed one day I'd live in the palace.

ANAKIN
Well, tell me, did you dream of power and politics when you were a little girl?

PADMÉ
(laughing)
No. That was the last thing I thought of.
(more)

37 CONTINUED:

37

PADMÉ (cont'd)
My dream was to help in the "Refugee Relief Movement." I never thought of running for elected office. But the more history I studied, the more I realized how much good politicans could do. So when I was eight, I joined the "Apprentice Legislators," then later on became a Senatorial advisor, with such a passion that, before I knew it, I was elected Queen. Partly because I scored so high on my education certificate, but for the most part it was my conviction that reform was possible. I wasn't the youngest Queen ever elected, but now that I think back on it, I'm not sure I was old enough. I'm not sure I was ready.

ANAKIN
The people you served thought you did a good job. I heard they tried to amend the Constitution so you could stay in office.

PADMÉ
Popular rule is not democracy, Annie. It gives the people what they want, not what they need. And, truthfully, I was relieved when my two terms were up. So were my parents. They worried about me during the blockade and couldn't wait for it all to be over. Actually, I was hoping to have a family by now... My sisters have the most amazing, wonderful kids... but when the Queen asked me to serve as Senator, I couldn't refuse her.

ANAKIN
I agree! I think the Republic needs you... I'm glad you chose to serve. I feel things are going to happen in our generation that will change the galaxy in profound ways.

PADMÉ
I think so too.

ANAKIN and PADMÉ walk toward the palace. ARTOO continues to follow.

38 INT. NABOO PALACE, THRONE ROOM - AFTERNOON

38

QUEEN JAMILLIA is seated on the throne, flanked by SIO BIBBLE and a COUPLE OF ADVISORS. FOUR HANDMAIDENS stand close by, and GUARDS are at the doors.

38 CONTINUED:

QUEEN JAMILLIA
We've been worried about you.
(takes her hand)
I'm so glad you're safe, Padmé.

PADMÉ
Thank you, Your Highness. I only wish I could have served you better by staying on Coruscant for the vote.

SIO BIBBLE
Given the circumstances, Senator, you know it was the only decision Her Highness could have made.

QUEEN JAMILLIA
How many systems have joined Count Dooku and the separatists?

PADMÉ
About two hundred. And more are leaving the Republic every day. If the Senate votes to create an army, I'm sure it's going to push us into a civil war.

SIO BIBBLE
It's unthinkable. There hasn't been a full-scale war since the formation of the Republic.

QUEEN JAMILLIA
Do you see any way, through negotiations, to bring the separatists back into the Republic?

PADMÉ
Not if they feel threatened. The separatists don't have an army, but if they are provoked, they will move to defend themselves. I'm sure of that. And with no time or money to build an army, my guess is they will turn to the Commerce Guilds or the Trade Federations for help.

QUEEN JAMILLIA
The armies of commerce! Why has nothing been done in the Senate to restrain them?

PADMÉ
I'm afraid that, despite the Chancellor's best efforts, there are still many bureaucrats, judges, and even Senators on the payrolls of the Guilds.

38 CONTINUED: (2)

38

SIO BIBBLE
It's outrageous that, after all of those hearings, and four trials in the Supreme Court, Nute Gunray is still the Viceroy of the Trade Federation. Do those money mongers control everything?

QUEEN JAMILLIA
Remember, Counselor, the courts were able to reduce the Federation's armies. That's a move in the right direction.

PADMÉ
There are rumors, Your Highness, that the Federation Army was not reduced as they were ordered.

ANAKIN
The Jedi have not been allowed to investigate. It would be too dangerous for the economy, we were told.

QUEEN JAMILLIA
We must keep our faith in the Republic. The day we stop believing democracy can work is the day we lose it.

PADMÉ
Let's pray that day never comes.

QUEEN JAMILLIA
In the meantime, we must consider your own safety.

SIO BIBBLE signals. All the OTHER ADVISORS and ATTENDANTS bow and leave the room.

SIO BIBBLE
(to Anakin)
What is your suggestion, Master Jedi?

PADMÉ
Anakin's not a Jedi yet, Counselor He's still a Padawan learner. I was thinking...

ANAKIN
(nettled)
Hey, hold on a minute.

PADMÉ
Excuse me! I was thinking I would stay in the Lake Country. There are some places up there that are very isolated.

ANAKIN
Excuse me! I am in charge of security here, M'Lady.

38 CONTINUED: (3) 38

SIO BIBBLE and QUEEN JAMILLIA exchange a look. Something is going on here.

PADMÉ
Annie, my life is at risk, and this is my home. I know it very well... that is why we're here. I think it would be wise for you to take advantage of my knowledge in this instance.

ANAKIN
(takes a deep breath)
Sorry, M'Lady.

SIO BIBBLE
(to Anakin, amused)
She is right. The lake country is the most remote part of Naboo. Not many people and a clear view of the surrounding terrain.

QUEEN JAMILLIA
Perfect. It's settled then.

ANAKIN glares at PADMÉ. Then QUEEN JAMILLIA gets up, and they all start to leave.

QUEEN JAMILLIA
(continuing)
Padmé, I had an audience with your father yesterday. I told him what was happening. He hopes you will visit your mother before you leave... your family's very worried about you.

PADMÉ looks worried. They ALL exit down the main staircase.

39 EXT. JEDI TEMPLE - DAY 39

The main entrance at the base of the huge temple is bustling with activity. All sorts of JEDI are coming and going.

40 INT. JEDI TEMPLE, ARCHIVE LIBRARY - DAY 40

A bronze bust of Count Dooku, stands among a line of other busts of Jedi in the Archive Room. OBI-WAN stands in front of it, studying the striking features of the chiseled face.

On the walls, lighted computer panels seem to stretch to infinity. Farther along the room in the background, FIVE JEDI are seated at tables, studying archive material.

After OBI-WAN studies the bust for a few moments, MADAME JOCASTA NU, the Jedi Archivist, is standing next to him. She is an elderly, frail-looking human Jedi. Tough as old boots and smart as a whip.

JOCASTA NU
Did you call for assistance?

40 CONTINUED:

40

OBI-WAN
(distracted in thought)
Yes... yes, I did...

JOCASTA NU
He has a powerful face, doesn't he? He was one of the most brilliant Jedi I have had the privilege of knowing.

OBI-WAN
I never understood why he quit. Only twenty Jedi have ever left the Order.

JOCASTA NU
(sighs)
The Lost Twenty... And Count Dooku was the most recent and the most painful. No one likes to talk about it. His leaving was a great loss to the Order.

OBI-WAN
What happened?

JOCASTA NU
Well, one might say, he was always a bit out of step with the decisions of the Council... much like your old Master, Qui-Gon Jinn.

OBI-WAN
(surprised)
Really?

JOCASTA NU
Oh, yes. They were alike in many ways. Very individual thinkers... idealists...

JOCASTA NU gazes at the bust.

JOCASTA NU
(continuing)
He was always striving to become a more powerful Jedi. He wanted to be the best. With a lightsaber, in the old style of fencing, he had no match. His knowledge of the Force was... unique. In the end, I think he left because he lost faith in the Republic. He believed that politics were corrupt, and he felt the Jedi betrayed themselves by serving the politicians. He always had very high expectations of government. He disappeared for nine or ten years, then just showed up recently as the head of the separatist movement.

40 CONTINUED: (2)

OBI-WAN
Interesting... I'm still not sure I understand.

JOCASTA NU
Well, I'm sure you didn't call me over here for a history lesson. Are you having a problem, Master Kenobi?

OBI-WAN
Yes, I'm trying to find a planet system called Kamino. It doesn't seem to show up on any of the archive charts.

JOCASTA NU
Kamino? It's not a system I'm familair with... let me see...

JOCASTA NU leans over OBI-WAN's shoulder, looking at the screen.

JOCASTA NU
(continuing)
Are you sure you have the right coordinates?

OBI-WAN
(nodding)
According to my information, it should be in this quadrant somewhere... just south of the Rishi Maze.

JOCASTA NU taps the keyboard and frowns.

JOCASTA NU
No coordinates? It sounds like the sort of directions you'd get from a street tout... some old miner or Furbog trader.

OBI-WAN
All three, actually.

JOCASTA NU
Are you sure it exits?

OBI-WAN
Absolutely.

JOCASTA NU
Let me do a gravitational scan.

OBI-WAN and JOCASTA NU study the star map hologram.

JOCASTA NU
(continuing)
There are some inconsistencies here. Maybe the planet you're seeking was destroyed.

OBI-WAN
Wouldn't that be on record?

40 CONTINUED: (3) 40

JOCASTA NU
It ought to be, unless it was very recent.
(shakes her head)
I hate to say it, but it looks like the system you're searching for doesn't exist.

OBI-WAN
That's impossible... perhaps the archives are incomplete.

JOCASTA NU
The archives are comprehensive and totally secure, my young Jedi. One thing you may be absolutely sure of - if an item does not appear in our records, it does not exist!

OBI-WAN stares at her, then looks back to the map.

41 EXT. THEED, RESIDENTIAL AREA, SIDE STREET - AFTERNOON 41

PEOPLE are passing through the little street, OLD MEN are sunning themselves, WOMEN are gossipping, KIDS are playing. ANAKIN, PADMÉ, and ARTOO turn onto a side street. ANAKIN is back in his Jedi robes. PADMÉ wears a beautiful simple dress. She stops, beaming.

PADMÉ
There's my house!

PADMÉ starts forward; ANAKIN hangs back.

PADMÉ
(continuing)
What? Don't say you're shy!

ANAKIN
(untruthfully)
No, but I...

Suddenly, there are shouts from two little girls, RYOO (age 6) and POOJA (age 4). They come running toward PADMÉ.

RYOO & POOJA
Aunt Padmé!! Aunt Padmé!!

PADMÉ
Ryoo!! Pooja!!

PADMÉ scoops up RYOO and POOJA and hugs them.

PADMÉ
(continuing)
I'm so happy to see you! This is Anakin. Anakin, this is Ryoo, and this is Pooja.

ANAKIN and the GIRLS say hello shyly. Then:

41 CONTINUED:

41

RYOO & POOJA
Artoo!!!

As they see the droid, they hug him. ARTOO WHISTLES and BEEPS. PADMÉ laughs. ANAKIN and PADMÉ go on toward the house. The GIRLS stay and play with ARTOO.

42 INT. PADMÉ'S PARENTS' HOUSE, MAIN ROOM - AFTERNOON 42

SOLA, PADMÉ'S beautiful older sister, comes in from the kitchen carrying a big bowl of food.

SOLA
(over her shoulder)
They're eating over at Jev Narran's later, Mom. They just had a snack. They'll be fine.

SOLA puts the bowl down on the table, where ANAKIN, PADMÉ, and RUWEE NABERRIE (Padmé's father) are coming into the room.

PADMÉ
Anakin, this is my sister, Sola.

SOLA
Hello, Anakin.

ANAKIN
Hello.

SOLA sits, as JOBAL NABERRIE (Padmé's mother) comes in with a heaped bowl of steaming food.

JOBAL
You're just in time for dinner. I hope you're hungry, Anakin.

ANAKIN
A little.

PADMÉ
He's being polite, Mom. We're starving.

RUWEE
(grinning)
You came to the right place at the right time. Sit down, son.

EVERYONE sits and starts passing food.

JOBAL
(to Padmé)
Honey, it's so good to see you safe. We were so worried.

PADMÉ gives JOBAL a dirty look. RUWEE smiles as he watches.

RUWEE
Dear...

42 CONTINUED: 42

JOBAL
I know, I know... but I had to say it. Now it's done.

SOLA
Well, this is exciting! Do you know, Anakin, you're the first boyfriend my sister's ever brought home?

PADMÉ
(rolls her eyes)
Sola!! He isn't my boyfriend! He's a Jedi assigned by the Senate to protect me.

JOBAL
A bodyguard?! Oh, Padmé! They didn't tell us it was that serious!

PADMÉ
It's not, Mom, I promise.
(glances at Jobal)
Anyway, Anakin's a friend. I've known him for years. Remember that little boy who was with the Jedi during the blockade crisis?

They nod.

PADMÉ
(continuing)
He grew up.

JOBAL
Honey, when are you going to settle down? Haven't you had enough of that life? I certainly have!

PADMÉ
Mom, I'm not in any danger.

RUWEE
(to Anakin)
Is she?

ANAKIN
...Yes... I'm afraid she is.

PADMÉ
(quickly)
But not much.

43 EXT. PADMÉ'S PARENTS' GARDEN - AFTERNOON 43

ANAKIN and RUWEE are walking.

RUWEE
Sometimes I wish I'd traveled more... but I must say, I'm happy here.

43 CONTINUED: 43

ANAKIN
Padmé tells me you teach at the university?

RUNEE
(nodding)
Yes, and before that, I was a builder. I also worked for the Refugee Relief Movement, when I was very young.

44 INT. PADMÉ'S PARENTS' HOUSE, MAIN ROOM - AFTERNOON 44

PADMÉ, SOLA, and JOBAL are clearing the table..

SOLA
Why haven't you told us about him?

PADMÉ
What's there to talk about? He's just a boy.

SOLA
A boy? Have you seen the way he looks at you?

PADMÉ
Sola - stop it!

SOLA
It's obvious he has feelings for you. Are you saying, little baby sister, that you haven't noticed?

PADMÉ
I'm not your baby sister, Sola. Anakin and I are friends... our relationship is strictly professional.
(to Jobal)
Mom, would you tell her to stop it?

SOLA
(laughing)
Well, maybe you haven't noticed the way he looks at you. I think you're afraid to.

PADMÉ
Cut it out.

JOBAL
Sola's just concerned... we all are.

PADMÉ
Oh, Mom, you're impossible. What I'm doing is important.

JOBAL
You've done your service, Padmé. It's time you had a life of your own. You're missing so much!

45 EXT. PADMÉ'S PARENTS' GARDEN - AFTERNOON 45

ANAKIN AND RUWEE are walking in the garden. RUWEE stops and faces ANAKIN directly.

RUWEE
Now tell me, son. How serious is this thing? How much danger is my daughter really in?

ANAKIN
There have been two attempts on her life. Chances are there'll be more. My Master is tracking down the assassins. I'm sure he'll find out who they are. This situation won't last long.

RUWEE
I don't want anything to happen to her.

ANAKIN
I don't either.

46 INT. PADMÉ'S PARENTS' HOUSE, PADMÉ'S ROOM - AFTERNOON 46

PADMÉ throws some things into a bag.

PADMÉ
Don't worry, this won't take long.

ANAKIN
I just want to get there before dark.

PADMÉ goes on packing. ANAKIN looks around the room.

ANAKIN
(continuing)
You still live at home.

PADMÉ
I move around so much, I've never had a place of my own. Official residences have no warmth. I feel good here. I feel at home.

ANAKIN
I never had a real home. Home was always where my Mom was.

ANAKIN picks up a framed hologram.

ANAKIN
(continuing)
Is this you?

The hologram shows Padmé at age seven or eight surrounded by forty or fifty little green creatures. She is holding one in her arms. They are all smiling hugely.

46 CONTINUED:

46

PADMÉ
That was when I went with the Relief Group to Shadda-Bi-Boran. Their sun was imploding, and the planet was dying. I was helping to relocate the children. See that little one I'm holding? His name was N'a-kee-tula, which means sweetheart. He was so full of life. All those kids were. I did everything I could to save him, but he died.... they all did. They were never able to adapt... to live off their native planet.

ANAKIN picks up another hologram. It shows PADMÉ at age ten or eleven. She is wearing official robes and standing between two robed legislators. Her expression is severe.

PADMÉ
(continuing)
My first day as an Apprentice Legislator. Notice the difference?

PADMÉ pulls a face. ANAKIN grins. She continues packing. ANAKIN sets the two holograms down side by side - the beaming little girl, and the stern, unsmiling adolescent.

47 INT. JEDI TEMPLE, MAIN HALLWAY - DAY

47

OBI-WAN walks through the main hallway to the training area.

48 INT. JEDI TEMPLE, TRAINING VERANDA - DAY

48

OBI-WAN comes out onto the veranda and stops, watching TWENTY or so FOUR-YEAR-OLDS doing training exercises, supervised by YODA. They wear helmets over their eyes and try to strike little TRAINING DROIDS with their miniature lightsabers. The DROIDS dance in front of them.

YODA
Don't think... feel... be as one with the Force. Help you, it will.
(he sees Obi-Wan)
Younglings - enough! A visitor we have. Welcome him.

The CHILDREN take off their helmets and turn off their lightsabers.

YODA
(continuing)
Master Obi-Wan Kenobi, meet the mighty Bear Clan.

CHILDREN
Welcome, Master Obi-Wan!

OBI-WAN
I am sorry to disturb you, Master.

YODA
What help to you, can I be?

48 CONTINUED:

48

OBI-WAN
I'm looking for a planet described to me by an old friend. I trust him. But the system doesn't show up on the archive maps.

YODA
An interesting puzzle. Gather round the map reader, Younglings. Master Obi-Wan has lost a planet. Find it, we will try...

The reader is a small shaft with a hollow at the top. The CHILDREN gather around it. OBI-WAN takes out a little glass ball and places it into the bowl. The window shades close, the reader lights up and projects the star map hologram into the room. The CHILDREN laugh. Some of them reach up to try and touch the nebulae and stars. OBI-WAN walks into the display.

OBI-WAN
This is where it ought to be... but it isn't. Gravity is pulling all the stars in this area inward to this spot. There should be a star here... but there isn't.

YODA
Most interesting. Gravity's silhouette remains, but the star and all of its planets have disappeared. How can this be?

There is a brief pause. Then a CHILD puts its hand up. YODA nods.

JEDI CHILD JACK
Because someone erased it from the archive memory.

CHILDREN
That's right! Yes! That's what happened! Someone erased it!

JEDI CHILD MAY
If the planet blew up, the gravity would go away.

OBI-WAN stares; YODA chuckles.

YODA
Truly wonderful, the mind of a child is. Uncluttered. To the center of the pull of gravity go, and find your planet you will.

OBI-WAN
But Master Yoda, who could have erased information from the archives? That's impossible, isn't it?

YODA
(frowning)
Much harder to answer, that question is.

49 EXT. NABOO LAKE RETREAT, WATER SPEEDER, LANDING PLATFORM - LATE AFTERNOON 49

A water speeder driven by PADDU ACCU, the retreat caretaker, skims across the lake away from the island landing platform where a chrome Naboo Starship rests. ANAKIN and PADMÉ are sitting in the speeder as it skims away to where a lodge rises on a beautiful island in the middle of the lake.

50 EXT. NABOO LAKE RETREAT, LODGE, GARDEN TERRACE - LATE AFTERNOON 50

ANAKIN and PADMÉ walk up the stairs from where the water speeder is parked onto a terrace overlooking a lovely garden. Behind them, PADDY ACCU supervises two serving girls, NANDI and TECKLA, as they carry the bags inside.

ANAKIN and PADMÉ stop at the balustrade. PADMÉ looks out across the garden to the shimmering lake and the mountains rising beyond. ANAKIN looks at her.

PADMÉ
When I was in Level Three, we used to come here for school retreat. See that island? We used to swim there every day. I love the water.

ANAKIN
I do too. I guess it comes from growing up on a desert planet.

PADMÉ becomes aware that ANAKIN is looking at her.

PADMÉ
...We used to lie on the sand and let the sun dry us... and try to guess the names of the birds singing.

ANAKIN
I don't like sand. It's coarse and rough and irritating, and it gets everywhere. Not like here. Here everything's soft.... and smooth...

He touches her arm. PADMÉ has become receptive to the way he looks at her but is nervous.

PADMÉ
There was a very old man who lived on the island. He used to make glass out of sand - and vases and necklaces out of the glass. They were magical.

ANAKIN
(looks in her eyes)
Everything here is magical.

PADMÉ
You could look into the glass and see the water. The way it ripples and moves. It looked so real... but it wasn't.

50 CONTINUED:

50

ANAKIN
Sometimes, when you believe something to be real, it becomes real. Real enough, anyway...

They look into each other's eyes. He touches her chin.

PADMÉ
I used to think if you looked too deeply into the glass, you would lose yourself.

ANAKIN
I think it's true...

ANAKIN kisses PADMÉ. She doesn't resist. She comes to her senses and pulls away.

PADMÉ
I shouldn't have done that.

ANAKIN
I'm sorry. When I'm around you, my mind is no longer my own.

PADMÉ
It's the situation... the stress...

He looks at her.

ANAKIN
...the view.

51 EXT. CORUSCANT, LANDING PLATFORM - LATE AFTERNOON 51

Obi-Wan's Starfighter is ready for takeoff. OBI-WAN and MACE WINDU stand beside it.

MACE WINDU
Be wary, this disturbance in the Force is growing stronger.

OBI-WAN
I'm concerned for my Padawan. He is not ready to be on his own.

MACE WINDU
He has exceptional skills. The Council is confident in its decision, Obi-Wan. If the prophecy is true, he will be the one to bring balance to the Force.

OBI-WAN
But he still has much to learn. His skills have made him... well... arrogant. I realize now what you and Master Yoda knew from the beginning... the boy was too old to start the training, and...

OBI-WAN hesitates.

51 CONTINUED:

51

MACE WINDU
There's something else?

OBI-WAN
Master, we should not have been given this assignment. I'm afraid Anakin won't be able to protect the Senator.

MACE WINDU
Why?

OBI-WAN
He has a... an emotional connection with her. It's been there since he was a boy. Now he's confused... distracted.

MACE WINDU
Obi-Wan, you must have faith that he will take the right path.

OBI-WAN climbs into the cockpit of the Starfighter.

OBI-WAN
Has Master Yoda gained any insight into whether or not this war will come about?

MACE WINDU
Probing the Dark Side is a dangerous process. He could be in seclusion for days... May The Force Be With You.

The canopy closes. MACE WINDU watches as the Starfighter takes off.

52 INT. JEDI TEMPLE, YODA'S QUARTERS - LATE AFTERNOON 52

YODA sits with his eyes closed, meditating. Silence.

53 EXT. NABOO LAKE RETREAT, LODGE - LATE AFTERNOON 53

The setting sun touches the mountain peaks. The lake glows in the rose-tinted light. Floating lamps gleam softly like jewels at the lodge.

54 INT. NABOO LAKE RETREAT, DINING ROOM - LATE AFTERNOON 54

NANDI places dessert in front of PADMÉ. TECKLA does the same for ANAKIN. The dessert is some kind of fruit. PADMÉ picks up her fork and goes to spear a piece, but it moves! She frowns and tries again - the fruit moves. She looks up at ANAKIN. His eyes are on his plate.

PADMÉ
You did that?

ANAKIN looks up - wide-eyed innocence.

54 CONTINUED: 54

ANAKIN
What?

PADMÉ scowls at him. PADMÉ jabs at the fruit - Anakin subtly moves his hand and it lifts up from the plate and hovers in front of her!

PADMÉ
That! Now stop it!

PADMÉ laughs. ANAKIN laughs. She reaches out for the fruit - it loops.

PADMÉ
(continuing)
Anakin!!

ANAKIN moves his fingers. The fruit flies into his hand.

ANAKIN
I'm not really supposed to do ... that... for fun, I mean. If Master Obi-Wan were here, he'd be very grumpy.

ANAKIN is pleased. He cuts the fruit into several pieces and sends one back to PADMÉ. She bites it out of the air and laughs.

55 INT. NABOO LAKE RETREAT, LODGE, FIREPLACE ALCOVE - TWILIGHT 55

A fire blazes in the open hearth. PADMÉ is sitting in front of it, gazing into the flames.

She looks up as ANAKIN arrives. She makes room for him. Brief pause.

ANAKIN
May I tell you something?

PADMÉ
I don't know.

ANAKIN
Then how can I tell you?

PADMÉ
Maybe you should use your Jedi intuition.

ANAKIN
It doesn't work around you. My mind is always a muddle... I can only think of you.

PADMÉ
Anakin, don't...

ANAKIN
From the moment I met you, all those years ago, a day hasn't gone by when I haven't thought of you.
(more)

55 CONTINUED:

55

ANAKIN (cont'd)
And now that I'm with you again, I'm in agony. The closer I get to you, the worse it gets. The thought of not being with you makes my stomach turn over - my mouth go dry. I feel dizzy. I can't breathe. I'm haunted by the kiss you should never have given me. My heart is beating, hoping that kiss will not become a scar. You are in my very soul, tormenting me. What can I do? I will do anything you ask...

Silence. The logs flame in the hearth.

ANAKIN
(continuing)
If you are suffering as much as I am, tell me.

PADMÉ
...I can't. We can't. It's just not possible.

ANAKIN
Anything's possible. Padmé, please listen...

PADMÉ
You listen. We live in a real world. Come back to it. You're studying to become a Jedi Knight. I'm a Senator. If you follow your thoughts through to conclusion, they will take us to a place we cannot go... regardless of the way we feel about each other.

ANAKIN
Then you do feel something! There's an extraordinary connection between us. You can't deny that.

PADMÉ
Annie, it doesn't make any difference. Jedi aren't allowed to marry. You swore an oath, remember? You'd be expelled from the Order. I will not let you give up your responsibilities... your future, for me.

ANAKIN
I was destined to be a Jedi. I don't think I could be anything else. But you are asking me to be rational. That is something I know I cannot do. I wish I could wish my feelings away... but I can't.

55 CONTINUED: (2) 55

PADMÉ
I am not going to give in to this. I'm not going to throw my life away. I have more important things to do than fall in love.

There is silence as they stare at the fire. ANAKIN is thinking.

ANAKIN
It wouldn't have to be that way... we could keep it a secret.

PADMÉ
Then we'd be living a lie - one we couldn't keep up even if we wanted to. My sister saw it. So did my mother. I couldn't do that. Could you, Anakin? Could you live like that?

Silence for a moment.

ANAKIN
...No, you're right. It would destroy us.

56 EXT. SPACE 56

It's just like the star map hologram, plus the storm-shrouded planet of Kamino, which is exactly where it ought to be. Obi-Wan's Starship flies OVER CAMERA and heads down toward the planet.

57 EXT. TIPOCA CITY, KAMINO LANDING PLATFORM (RAINSTORM)- DAY 57

Heavy rains and hard-driving winds lash the platform as Obi-wan's Starship approaches. The huge, ultra-modern city of Tipoca rests on great stilts that keep it above the pounding and ever-present waves that cover the surface of this watery world.

The Starfighter lands. OBI-WAN gets out and makes his way through the howling wind toward a tower on the far side of the platform. A door slides open. A shaft of brilliant light pierces the swirling rain. OBI-WAN passes through it and goes inside.

58 INT. TIPOCA CITY, CORRIDOR ENTRANCE - DAY 58

Brilliant white light. OBI-WAN pushes the soaking hood from his face.

TAUN WE
Welcome to Tipoca City, Master Jedi.

OBI-WAN wipes the rain from his face and blinks in surprise at a tall, pasty-white alien named TAUN WE. He has large, almond-shaped eyes.

TAUN WE
(continuing)
Everything is ready. The Prime Minister expects you.

58 CONTINUED: 58

OBI-WAN
(warily)
I'm expected?

TAUN WE
Of course! He is anxious to see you. After all these years, we were beginning to think you weren't coming. Now please, this way!

OBI-WAN masks his surprise as they move away along the corridor.

59 INT. TIPOCA CITY, PRIME MINISTER OFFICE - DAY 59

The door slides open. OBI-WAN and TAUN WE enter and cross to where LAMA SU rises, smiling, from behind his desk, which, like all the furniture on Kamino, seems made out of pure light.

TAUN WE
May I present Lama Su, Prime Minister of Kamino... and this is Master Jedi...

OBI-WAN
Obi-Wan Kenobi.

LAMA SU
Please...

LAMA SU indicates a chair. OBI-WAN sits. TAUN WE hovers. The room is bathed in brilliant white light. The whole place is ultra-high-tech.

LAMA SU
(continuing)
I trust you are going to enjoy your stay. We are most happy you have arrived at the best part of the season.

OBI-WAN
You make me feel most welcome.

LAMA SU
And now to business. You will be delighted to hear we are on schedule. Two hundred thousand units are ready, with another million well on the way.

OBI-WAN
(improvising)
That is... good news.

LAMA SU
Please tell your Master Sido-Dyas that we have every confidence his order will be met on time and in full. He is well, I hope.

OBI-WAN
I'm sorry? Master - ?

59 CONTINUED: 59

LAMA SU
Jedi Master Sido-Dyas. He's still a leading member of the Jedi Council, is he not?

OBI-WAN
Oh, yes. Sido-Dyas.

LAMA SU
(rising)
You must be anxious to inspect the units for yourself.

OBI-WAN
(rising)
It's why I'm here.

60 EXT. NABOO, MOUNTAIN MEADOW - LATE AFTERNOON 60

PADMÉ and ANAKIN are in the middle of an idyllic hilly meadow, its lush grasses sprinkled with flowers. At a distance, a herd of SHAAKS grazes contentedly.

Beyond is the shimmering expanse of the lake. Several other lakes stretch to the horizon. The warm air is full of little floating puffballs. They sit on the grass, in a playful, coy mood, talking. PADMÉ is picking flowers.

PADMÉ
I don't know...

ANAKIN
Sure you do... you just don't want to tell me.

PADMÉ
Are you going to use one of your Jedi mind tricks on me?

ANAKIN
They only work on the weak-minded. You are anything but weak-minded.

PADMÉ
All right... his name was Palo. I was twelve. We were both in the Legislative Youth Program. He was a few years older than I... very cute... dark curly hair... dreamy eyes.

ANAKIN
All right, I get the picture... whatever happened to him?

PADMÉ
I went on to become Queen. He went on to become an artist.

ANAKIN
Maybe he was the smart one.

60 CONTINUED:

60

PADMÉ
You really don't like politicans, do you?

ANAKIN
I like two or three, but I'm not really sure about one of them.
(smiling)
I don't think the system works.

PADMÉ
How would you have it work?

ANAKIN
We need a system where the politicians sit down and discuss the problem, agree what's in the best interests of all the people, and then do it.

PADMÉ
That is exactly what we do. The trouble is that people don't always agree. In fact, they hardly ever do.

ANAKIN
Then they should be made to.

PADMÉ
By whom? Who's going to make them?

ANAKIN
I don't know. Someone.

PADMÉ
You?

ANAKIN
Of course not me.

PADMÉ
But someone.

ANAKIN
Someone wise.

PADMÉ
That sounds an awful lot like a dictatorship to me.

A mischievious little grin creeps across his face.

ANAKIN
Well, if it works...

PADMÉ stares at ANAKIN. He looks back at her, straight-faced, but can't hold back a smile.

PADMÉ
You're making fun of me!

60 CONTINUED: (2) 60

ANAKIN
(sarcastic)
Oh no, I'd be much too frightened to tease a Senator!

PADMÉ
You're so bad!

PADMÉ picks up a piece of fruit and throws it at him. He catches it. PADMÉ throws two more pieces of fruit, and ANAKIN catches them.

ANAKIN
You're always so serious. Always carrying the weight of the universe on your shoulders.

ANAKIN then starts to juggle the fruit. PADMÉ laughs and throws more fruit at him. He manages to juggle them too until there are too many, and he loses control and ducks, letting the food fall on his head. They both laugh.

ANAKIN stands in front of a SHAAK, yelling at it and waving his arms. PADMÉ starts laughing as ANAKIN runs in circles, chased by the SHAAK.

The SHAAK crosses in front of PADMÉ. ANAKIN is riding it, facing the Shaak's tail. The SHAAK bucks, and ANAKIN falls off. PADMÉ laughs even harder. ANAKIN lies still. PADMÉ jumps up and runs to where ANAKIN is face down in the grass. She turns him over. He is pulling a stupid face at her. She yelps in mock fury and takes a swing at him. He catches her arm. She struggles. They roll over in the grass. Suddenly, they become aware of the contact between them. They let go of each other quickly and sit up, looking away.

ANAKIN stands up and holds out his hand to her. She takes it. He pulls her up. And now they are easy together, not self-conscious any more. PADMÉ scrambles up onto the SHAAK behind ANAKIN. She puts her arms around his waist and leans against his back. ANAKIN digs his heels in. The SHAAK starts forward, and they ride away.

61 EXT. TIPOCA CITY, PARADE GROUND (RAINSTORM) - DAY 61

OBI-WAN, LAMA SU, and TAUN WE come out onto a balcony. Below is a huge parade ground. The rain and wind are brutal. THOUSANDS OF STORMTROOPERS, faces covered by helmets, are marching and drilling in formations of several hundred.

LAMA SU
(beaming)
Magnificent, aren't they?

OBI-WAN nods slowly.

62 INT. TIPOCA CITY, CLONE CENTER, COMMISSARY - DAY 62

LAMA SU conducts OBI-WAN through a large eating area. TAUN WE follows as they walk by HUNDREDS OF CLONES who look exactly alike, all about twenty years old, dressed in black. They are seated at tables, eating.

62 CONTINUED: 62

LAMA SU
We modified their genetic structure to make them less independent than the original host. As a result, they are totally obedient, taking any order without question.

OBI-WAN
Who was the original host?

LAMA SU
A bounty hunter called Jango Fett. We felt a Jedi would be the perfect choice, but Sido-Dyas hand-picked Jango Fett himself.

OBI-WAN
Where is this bounty hunter now?

LAMA SU
Oh, we keep him here. After a few hundred thousand clones, the genetic pattern starts to fade, so we take a fresh supply. He lives here, but he's free to come and go as he pleases.

63 INT. TIPOCA CITY, CLONE CENTER, BARRACKS - DAY 63

The tour continues through a long corridor filled with narrow, transparent tubes into which CLONES are climbing. Once in the tube, the CLONE goes to sleep.

LAMA SU
Apart from his pay, which is considerable, Fett demanded only one thing - an unaltered clone for himself. Curious, isn't it?

OBI-WAN
Unaltered?

LAMA SU
Pure genetic replication. No tampering with the structure to make it more docile... and no growth acceleration.

OBI-WAN
I would like to meet this Jango Fett.

TAUN WE
I would be most happy to arrange it, for you.

TAUN WE bows, and leaves.

64 INT. TIPOCA CITY, CLONE CENTER, CLASSROOM - DAY 64

The tour continues through a classroom filled with IDENTICAL YOUNG BOY CLONES.

OBI-WAN
You mentioned growth acceleration...

LAMA SU
Oh yes, it's essential. Otherwise, a mature clone would take a lifetime to grow. Now, we can do it in half the time. Those items you saw on the parade ground were started ten years ago, when Sido-Dyas first placed the order, and they're already mature.

OBI-WAN looks at the BOY CLONE.

OBI-WAN
And these?

LAMA SU
About five years ago.

65 INT. TIPOCA CITY, CLONE CENTER, HATCHERY - DAY 65

They enter a space filled with great racks of glass spheres, which are filled with fluid in which EMBRYOS are suspended.

LAMA SU
They're immensely superior to droids, capable of independent thought and action.

OBI-WAN
Very impressive.

LAMA SU
I'd hoped you would be pleased.

OBI-WAN gazes at the nearest embryos.

OBI-WAN
(carefully)
Tell me, Prime Minister, when my Master Sido-Dyas first contacted you, did he say the order was for... himself... or...?

LAMA SU
Himself? Of course not. This army is for the Republic!

OBI-WAN
(astonished)
The Republic?

LAMA SU
We are also very much against this Count Dooku and his secessionist movement. We are proud to be of help to the Republic.

66 INT. TIPOCA CITY, APARTMENT - LATE DAY 66

TAUN WE shows OBI-WAN into his room.

TAUN WE
I have arranged for you to meet Jango Fett in the morning. Sleep well.

TAUN WE goes. The door slides closed behind him. OBI-WAN looks around, then moves swiftly to check the room over. Finally, satisfied, he takes out his comlink.

OBI-WAN
Arfour, Arfour...

67 EXT. TIPOCA CITY LANDING PLATFORM, JEDI FIGHTER, (RAINSTORM)- LATE DAY 67

The R4 D17, Obi-Wan's Astro-Droid, who is still sitting on top of Obi-Wan's Starfighter, switches on and BEEPS.

68 INT. TIPOCA CITY, APARTMENT - LATE DAY 68

OBI-WAN hears ARFOUR BEEP through his comlink.

OBI-WAN
Arfour, relay this, "scramble code five," to Coruscant: care of "the old folks home."

69 EXT. TIPOCA CITY LANDING PLATFORM, JEDI FIGHTER, (RAINSTORM)- LATE DAY 69

ARFOUR BEEPS and WHISTLES. The panels light up inside the cockpit, as the message is transmitted.

70 EXT. JEDI TEMPLE, LIVING QUARTERS - EARLY EVENING 70

A long hallway with tall columns and many small apartments.

71 INT. JEDI TEMPLE, MACE WINDU'S QUARTERS - EARLY EVENING 71

YODA and MACE WINDU listen as a hologram of OBI-WAN stands between them broadcasting the message. The signal is very weak, the image fades in and out.

OBI-WAN (V.O.)
...I've never heard of a Jedi called Sido-Dyas, have you, Master?

MACE WINDU
No. Whoever placed that order was not a Jedi, I can assure you.

OBI-WAN (V.O.)
I have a strong feeling that this bounty hunter is the assassin we're looking for.

71 CONTINUED: 71

YODA
Who he is working for... discover that, you must.

OBI-WAN (V.O.)
I will, Master, and I will also find out more about this clone army... May The Force...

The hologram switches off, and OBI-WAN fades away.

MACE WINDU
A clone army! Ordered by someone in the Senate perhaps... Someone's out to start a war.

YODA
Inform the Chancellor of this, we must.

MACE WINDU
Who do you think this imposter, Sido-Dyas could be?

YODA stares back at MACE WINDU, then slowly shakes his head.

72 EXT. NABOO LAKE RETREAT - NIGHT 72

The silent lodge. The triple moons of Naboo reflected in the tranquil waters of the lake.

73 INT. NABOO LAKE RETREAT, ANAKIN'S BEDROOM - NIGHT 73

ANAKIN moves restlessly in his sleep. He mutters to himself. Sweat forms on his forehead. He turns violently. He cries out.

ANAKIN
No... No... No... Mom!.. Don't, no, don't!

74 EXT. NABOO LAKE RETREAT,LODGE,BALCONY OVERLOOKING GARDENS - MORNING 74

ANAKIN is on the balcony overlooking the gardens. After a moment, PADMÉ comes onto the balcony behind him. She sees he is meditating and turns to go.

ANAKIN
(eyes closed)
Don't go.

PADMÉ
I don't want to disturb you.

ANAKIN
Your presence is soothing.

Brief pause.

74 CONTINUED: 74

PADMÉ
You had a nightmare again last night.

ANAKIN
Jedi don't have nightmares.

PADMÉ
I heard you.

ANAKIN opens his eyes at looks at her.

ANAKIN
I saw my mother. I saw her as clearly as I see you now. She is suffering, Padmé. She is in pain... They're killing her!
(getting up)
I know I'm disobeying my mandate to protect you, Senator. I know I will be punished and possibly thrown out of the Jedi Order, but I must go. I have to help her! I'm sorry, Padmé. I don't have a choice.

PADMÉ
Annie, I told you I would't let you give up your future for me. I'm going with you. That way you can continue to protect me, and you won't be disobeying your mandate.

ANAKIN
What about Master Obi-Wan?

PADMÉ smiles and takes his hand.

PADMÉ
I guess we won't tell him, will we?

75 EXT. NABOO LAKE, FLOATING LANDING PLATFORM - DAY 75

ANAKIN and PADMÉ step onto the landing platform from the water speeder. They enter the Naboo Starship. ARTOO BEEPS, and follows then on board. The ramp retracts.

PADDY ACCU drives the water speeder away from the platform as Anakin's Starship takes off.

76 EXT. TIPOCA CITY (RAINSTORM) - DAY 76

Rain lashes the city. Below, mighty waves pound the stilts, breaking almost to the height of the platforms.

77 INT. TIPOCA CITY, CORRIDOR - DAY 77

TAUN WE conducts OBI-WAN to the door of Jango Fett's apartment. TAUN WE waves his hand, and a muted bell RINGS.

77 CONTINUED: 77

As they wait, OBI-WAN notes the door lock entry mechanism. Then the door opens, and ten-year-old boy, BOBA FETT, looks at them. He is identical to the boys in the classroom.

TAUN WE
Boba, is your father here?

There is a brief pause, then BOBA FETT nods.

TAUN WE
(continuing)
May we see him?

BOBA FETT
Sure.

Another brief pause, then BOBA FETT steps aside, and TAUN WE and OBI-WAN go through.

78 INT. TIPOCA CITY, FETT APARTMENT - DAY 78

OBI-WAN, TAUN WE, and BOBA FETT enter the apartment. OBI-WAN looks around the room.

BOBA FETT
Dad! Tawn We's here!

JANGO FETT comes in from the bedroom. He wears a jumpsuit. He is unshaven and mean looking, his face pitted with the scars of old wounds. There are a couple of weird tattoos on his muscular forearms. He eyes OBI-WAN with suspicion.

TAUN WE
Welcome back, Jango. Was your trip productive?

JANGO FETT
Fairly.

OBI-WAN and JANGO FETT size each other up. BOBA FETT studies both of them.

TAUN WE
This is Jedi Master, Obi-Wan Kenobi. He's come to check on our progress.

JANGO FETT
That right?

JANGO FETT's eyes fix OBI-WAN coldly.

OBI-WAN
Your clones are very impressive. You must be very proud.

JANGO FETT
I'm just a simple man, trying to make my way in the universe, Master Jedi.

OBI-WAN
Aren't we all?

78 CONTINUED: 78

OBI-WAN eyes the half-open bedroom door, through which a couple of pieces of body armor can be seen on the floor. JANGO FETT registers OBI-WAN's look. He moves in front of him, blocking the view.

OBI-WAN
(continuing)
Ever make your way as far into the interior as Coruscant?

JANGO FETT
Once or twice.

OBI-WAN
Recently?

JANGO FETT
(eyes Obi-Wan carefully)
Possibly...

OBI-WAN
Then you must know Master Sido-Dyas?

JANGO FETT
Boba, close the door.

BOBA FETT moves to close the bedroom door. JANGO FETT smiles thinly at OBI-WAN.

JANGO FETT
(continuing)
Master who?

OBI-WAN
Sido-Dyas. Isn't he the Jedi who hired you for this job?

JANGO FETT
Never heard of him. I was recruited by a man called Darth Tyranus on one of the moons of Bogden.

OBI-WAN
No? I thought...

TAUN WE
Sido-Dyas told us to expect him. And he showed up just when your Jedi Master said he would. We have kept the Jedi's involvement a secret until your arrival, just as your Master requested.

OBI-WAN
Curious...

JANGO FETT
Do you like your army?

78 CONTINUED: (2) 78

OBI-WAN
Seems to me it's your army - considering they're all clones of you.

JANGO FETT
(grinning)
They'll do their job well, I'll guarantee that.

OBI-WAN
I look forward to seeing them in action. Thanks for your time, Jango.

JANGO FETT
Always a pleasure to meet a Jedi.

OBI-WAN and TAUN WE go out. The door slides closed. JANGO FETT turns to his son. He is deep in thought.

BOBA FETT
What is it, Dad?

79 EXT. SPACE 79

The Naboo Starship heads toward the desert planet of Tatooine.

80 EXT. TATOOINE, MOS ESPA STREETS AND WATTO'S SHOP - DAY 80

The Naboo Starship lands in a large parking lot of Spaceships on the outskirts of Mos Espa. ANAKIN and PADMÉ ride a rickshaw through the streets. ANAKIN stares at sights he hasn't seen for years. Finally, they come to Watto's shop, and the rickshaw stops.

ANAKIN
(to the droid driver)
Wait, please.

ANAKIN and PADMÉ get down. Sitting on a stool in front of the shop is WATTO. He is using a small electronic screwdriver on a fiddly DROID. THREE PIT DROIDS are chattering away and are trying to help him, but they seem only to make him madder.

WATTO
(yelling, in Huttese)
No, not that one - that one!

ANAKIN
(arriving)
Excuse me, Watto.

WATTO
(in Huttese)
What?

ANAKIN
(in Huttese)
I said excuse me.

WATTO turns to the chattering PIT DROIDS.

80 CONTINUED: 80

WATTO
(in Huttese)
Shut down.

The PIT DROIDS snap into their storage position.

WATTO
(continuing; in Huttese)
What? I don't know you... What can I do for you? You look like a Jedi. Whatever it is... I didn't do it.

WATTO drops the screwdriver and curses loudly in Huttese.

ANAKIN
Let me help you with that.

ANAKIN takes the fiddly piece of equipment and starts to play with it. WATTO blinks in surprise.

ANAKIN
(continuing)
I'm looking for Shmi Skywalker.

WATTO looks at him suspiciously. He stares at PADMÉ, then back to ANAKIN.

WATTO
Annie?? Little Annie?? Naaah!!

Suddenly, the fiddly piece of equipment in Anakin's hands WHIRS into life. WATTO blinks at it.

WATTO
(continuing; in English)
You are Annie! It is you! You little vamp rat!

WATTO gives ANAKIN a big hug.

WATTO
(continuing)
Ya sure sprouted! Weehoo! A Jedi! Waddya know? Hey, maybe you couldda help wit some deadbeats who owe...

ANAKIN
My mother...

WATTO
Oh, yeah. Shmi... she's not mine no more. I sold her.

ANAKIN
Sold her...

WATTO
Years ago. Sorry, Annie, but you know, business is business.
(more)

80 CONTINUED: (2) 80

WATTO (cont'd)
Sold her to a moisture farmer named Lars. Least I think it was Lars. Believe it or not, I heard he freed her and married her. Can ya beat that?

ANAKIN
Do you know where they are?

WATTO
Long way from here... someplace over on the other side of Mos Eisley, I think...

ANAKIN
I'd like to know.

ANAKIN's grim look means business; WATTO gets the hint quickly.

WATTO
Yeah... sure... absolutely. Let's go look in my records.

ANAKIN and WATTO go into the shop.

81 EXT. TIPOCA CITY (RAINSTORM) - DAY 81

The waves crash against the water city as the storm continues. Light suddenly streams from the base of a landing platform as a door slides open.

82 INT. TIPOCA CITY, CORRIDOR - DAY 82

OBI-WAN stands with LAMA SU and TAUN WE just inside the open door.

LAMA SU
Tell your Council the first battalions are ready. And remind them that if they need more troops, we will need time to grow them.

OBI-WAN
I won't forget.

83 EXT. TIPOCA CITY, KAMINO LANDING PLATFORM (RAINSTORM) - DAY 83

OBI-WAN comes out from the tower into the driving rain. The door closes behind him. He pulls his robe around him and stands braced against the gale.

Below, a huge wave crashes against the stilts. Spray flies high and whips across the platform to where OBI-WAN is standing. He walks over to his Starfighter, looks to see if anyone is watching, then turns and goes back to the door. It slides open.

84 INT. TIPOCA CITY, CORRIDOR - DAY 84

OBI-WAN enters cautiously from outside. Ahead, the corridor is deserted. He moves down it.

85 INT. TIPOCA CITY, CORRIDOR OUTSIDE FETT APARTMENT - DAY 85

OBI-WAN arrives at the door to Jango Fett's apartment. He reaches up and runs his fingers along the door, locating the locks. The door slides open.

86 INT. TIPOCA CITY, FETT APARTMENT - DAY 86

OBI-WAN walks in to find the room in complete disorder. The bedroom door is wide open - clear signs of hurried departure. All of the Fetts' personal belongings are gone.

OBI-WAN goes to an ultra-thin computer screen. He punches up AN ONSCREEN PICTURE of JANGO FETT and BOBA FETT unhitching the lines securing their ship on the landing platform. JANGO FETT is wearing his armor and rocket pack. BOBA FETT climbs aboard the small Fighter.

87 EXT. TIPOCA CITY, KAMINO LANDING PLATFORM, (RAINSTORM) -DAY 87

JANGO FETT picks up a case and swings it up to BOBA FETT, who stows it inside the ship. JANGO FETT picks up another case and is about to swing it, when:

BOBA FETT
Dad!!

JANGO FETT turns to see OBI-WAN charging out of the tower toward him. As he runs, OBI-WAN draws his lightsaber from his belt. It flashes on.

JANGO FETT draws his gun and fires at the charging JEDI. OBI-WAN deflects the blast and swings at JANGO FETT.

The bounty hunter rockets up and over OBI-WAN, landing behind him. He fires a thin wire from his wrist pack, trying to entangle the Jedi.

JANGO FETT fires several Kamino Kyber Darts from his elbow launcher. OBI-WAN deflects them back at JANGO FETT, but they strike harmlessly against the bounty hunter's body armor.

IN THE COCKPIT of Jango Fett's ship, BOBA FETT grabs the controls of a laser gun and swings it to aim at OBI-WAN.

OUTSIDE, in the driving rain, OBI-WAN and JANGO FETT circle each other, sizing each other up - feinting.

IN THE COCKPIT, each time BOBA FETT is ready to fire, JANGO FETT blocks his view of OBI-WAN.

OUTSIDE, OBI-WAN makes a sudden attack, swinging at JANGO FETT, who deflects the blows. One slices off a piece of the bounty hunter's shoulder plate. JANGO FETT rockets into the air and hovers above OBI-WAN. The Jedi spins as:

IN THE COCKPIT, BOBA FETT fires.

87 CONTINUED: 87

OUTSIDE, the laser shell streaks past OBI-WAN to strike the edge of the tower. JANGO FETT fires down at OBI-WAN. The Jedi deflects the shots back, but JANGO FETT evades them. Then he swoops down, swinging around OBI-WAN. As he shoots past, he kicks the lightsaber out of the Jedi's hand.

The lightsaber skids across the wet surface of the landing platform. OBI-WAN dives after it. JANGO FETT zooms in front of him and grabs the lightsaber. OBI-WAN punches it out of his hand.

IN THE COCKPIT, BOBA FETT watches as:

OUTSIDE, OBI-WAN and JANGO FETT grapple and fight, punching, kicking, grabbing hold, and throwing each other around. OBI-WAN grabs JANGO FETT tightly, and JANGO FETT rockets up into the air and kicks OBI-WAN loose. OBI-WAN crashes to the deck and slides toward the edge. He grapples desperately for a handhold on the slick surface.

JANGO FETT rockets down to kick at him. OBI-WAN hauls himself up. JANGO FETT zooms to the far side of the platform.

OBI-WAN uses Jedi powers to pull part of the structure loose. It hits JANGO FETT, who loses his balance, teetering on the edge. OBI-WAN charges across, dives, and grabs hold of JANGO FETT just as he falls over the edge.

Locked together, OBI-WAN and JANGO FETT plummet down toward the raging ocean. At the last moment, JANGO FETT fires a cable out of his backpack that shoots upward and locks onto a metal strut on the underside of the platform. OBI-WAN and JANGO FETT swing and CRASH into one of the stilts.

OBI-WAN is knocked clear and drops onto a SMALL SERVICE PLATFORM just above the waves. He hauls himself to his feet. JANGO FETT hovers in mid-air opposite him, as a HUGE WAVE crashes over OBI-WAN. When it subsides, the Jedi has disappeared.

JANGO FETT rockets up to the landing platform, where he drops down beside his ship. He clambers inside the cockpit and settles into the pilot's seat. He punches buttons. The engines ROAR.

OUTSIDE, Jango Fett's ship lifts off from the platform and heads up into the lowering sky. It disappears. Lightning flashes. Rain lashes the tower and streams across the surface of the platform, to where:

A HAND suddenly clutches at the very edge of the platform. A moment later, ANOTHER HAND grabs hold.

88 EXT. TATOOINE, BLUFF OVERLOOKING HOMESTEAD - LATE DAY 88

The Naboo Starship descends, hovers, and lands on a bluff. ANAKIN and PADMÉ get out. They look down from the edge of the bluff to where the homestead is seen on the desert floor below.

PADMÉ
Stay with the ship, Artoo.

ARTOO WHISTLES as ANAKIN and PADMÉ start down the trail toward the homestead.

89 EXT. TATOOINE, DESERT, HOMESTEAD MOISTURE FARM - LATE DAY 89

C-3PO is working outside the homestead. He still lacks an outer covering; his inner parts and wiring show. He looks up as ANAKIN and PADMÉ arrive.

C-3PO
Good evening. May I help you?

ANAKIN
Threepio?

C-3PO
Oh, my... Oh, my...! Master Anakin! My goodness, I can hardly believe it! And this must be Miss Padmé!

PADMÉ
Hello, Threepio.

ANAKIN
I've come to see my mother.

C-3PO
Oh, dear! I'm so terribly sorry, Master Annie.

PADMÉ
Threepio, what's happened?

C-3PO
I think we'd better go inside.

90 EXT. TATOOINE, HOMESTEAD, COURTYARD - LATE DAY 90

ANAKIN, PADMÉ, and THREEPIO arrive in the courtyard. THREEPIO shuffles ahead.

C-3PO
Master Lars - Master Owen! Somebody to see you!

OWEN LARS and BERU WHITESUN come out into the courtyard.

ANAKIN
I'm Anakin Skywalker. I'm here looking for my mother.

OWEN
Owen Lars... I guess I'm your step-brother.
(they shake hands)
This is my girlfriend, Beru.

BERU
Hello.

PADMÉ
I'm Padmé.

OWEN
I had a feeling you might show up some day.

90 CONTINUED: 90

ANAKIN
Is my mother here?

CLIEGG
No, she's not.

CLIEGG LARS swings from the house on a small floating chair. One of his legs is heavily bandaged; the other is missing. He balances awkwardly and puts out a hand.

CLIEGG
(continuing)
Cliegg Lars. Shmi is my wife... Come on inside. We have a lot to talk about...

91 INT. TATOOINE, HOMESTEAD, KITCHEN - LATE DAY 91

BERU puts several steaming cups of ardees on a tray and exits the kitchen...

CLIEGG (O.S.)
It was just before dawn. They came out of nowhere. A hunting party of Tusken Raiders.

92 INT. TATOOINE, HOMESTEAD, DINING AREA - LATE DAY 92

CLIEGG, OWEN, PADMÉ and ANAKIN sit around the table, BERU brings the drinks in from the kitchen.

CLIEGG
Your mother had gone out early, like she always did, to pick mushrooms that grow on the vaporators. From the tracks, she was about halfway home when they took her. Those Tuskens walk like men, but they're vicious, mindless monsters. Thirty of us went out after her. Four of us came back. Three more are still out there looking. I'd be with them, only... I just couldn't ride any more... until I heal.

CLIEGG grimaces, easing his throbbing leg.

CLIEGG
(continuing)
This isn't the way I wanted to meet you, son. This isn't how your mother and I planned it. I don't want to give up on her, but she's been gone a month. There's little hope she's lasted this long.

Silence. Then ANAKIN stands up.

OWEN
Where are you going?

92 CONTINUED: 92

ANAKIN
To find my mother.

PADMÉ
No, Annie!

CLIEGG
She's dead, son. Accept it.

ANAKIN
I can feel her pain, and I will find her. I know she's alive.

ANAKIN turns abruptly.

93 EXT. TATOOINE, HOMESTEAD, MOISTURE FARM - LATE DAY 93

ANAKIN stands looking across the desert. PADMÉ comes running out of the homestead after him, followed by OWEN. ANAKIN turns to PADMÉ.

ANAKIN
You are going to have to stay here. These are good people, Padmé. You'll be safe.

OWEN
Take my speeder bike.

PADMÉ
Anakin...

PADMÉ hugs him. ANAKIN walks to Owen's speeder bike, which is standing close by.

ANAKIN
I trust you'll watch over her, Owen.

OWEN
Don't worry.

ANAKIN swings onto the bike. The engine fires.

ANAKIN
I won't be long.

ANAKIN takes off across the desert. PADMÉ watches him go.

94 EXT. SPACE, GEONOSIS 94

The red planet of Geonosis is circled by a large asteroid field that form rings. Jango Fett's ship appears, heading toward it.

95 INT. COCKPIT, FETT SHIP, SPACE, GEONOSIS 95

JANGO FETT grins at BOBA FETT.

JANGO FETT
Nearly there, son.

95 CONTINUED: 95

JANGO FETT guides the ship around the asteroids. Suddenly:

BOBA FETT
Dad, look!!

On the view screen, Obi-Wan's ship appears, chasing after them. JANGO FETT grabs the controls. They are thrown around as the ship plummets to try to lose OBI-WAN.

JANGO FETT
Hang on!

The ship goes into a power-climb. A GREAT SPACE DOGFIGHT ensues between OBI-WAN and JANGO FETT.

96 EXT. SPACE, GEONOSIS 96

The ships flip, roll, and turn at incredible speed, dodging, weaving, and firing. They tumble from near misses. Bits fly off Obi-Wan's fighter as one of Jango's missiles gets through.

Finally, it seems as if OBI-WAN is getting the upper hand. JANGO FETT breaks off the fight and dives sharply. He maneuvers deftly between two huge asteroids.

In JANGO FETT'S COCKPIT, BOBA FETT flinches as asteroids pass very close by.

BOBA FETT
Dad! Watch out!

JANGO FETT
Stay calm, son. We'll be fine. That Jedi won't be able to follow us through this.

But Obi-Wan's ship dives into the asteroid belt after them.

IN OBI-WAN'S COCKPIT, his skill is pushed to the limit as he throws the ship from side to side, avoiding great rocks. Then a huge asteroid tumbles across his path. There seem no way he can avoid it. OBI-WAN fires a couple of aerial torpedoes. They streak toward the asteroid.

IN JANGO'S COCKPIT, they see a huge explosion as Obi-Wan's ship appears to smash into the asteroid.

BOBA FETT
Got him! Yaahhhhh!

JANGO FETT
We won't see him again.

BOBA FETT laughs. Jango Fett's ship emerges from the asteroid belt and heads down toward the planet of Geonosis.

97 EXT. TATOOINE, DESERT, JAWA CAMP - SUNSET 97

ANAKIN stands in the middle of a crowd of JAWAS. He asks them for directions. The JAWAS confer excitedly, then the CHIEF JAWA points in a particular direction. ANAKIN gets on the bike and speeds off to where the JAWA pointed.

98 EXT. TATOOINE, DUNE SEA, CAMPFIRE - TWILIGHT 98

ANAKIN rides over a large dune toward a small flickering light in the distance.

He rides up and stops the bike in front of a campfire. There are bodies of THREE DEAD FARMERS lying beside the campfire. TWO EOPIES are tethered nearby, along with a burned and smoking speeder.

99 EXT. TATOOINE, LANDSCAPE (FULL MOON) - NIGHT 99

THREE DIFFERENT SHOTS. ANAKIN rides the speeder bike through three exotic landscapes. In one shot, he stops and looks down at some tracks. Then he starts up his speeder and rides off.

100 EXT. TATOOINE, DESERT, HOMESTEAD (FULL MOON) - NIGHT 100

The lights of the vaporators blink in the night sky. Somewhere close by, a night animal HOWLS.

101 EXT. TATOOINE, HOMESTEAD, COURTYARD (FULL MOON) - NIGHT 101

PADMÉ is pacing the courtyard restlessly. She stops, listening to the animal HOWLING nearby. She shivers slightly, then turns and goes into the garage at the side of the courtyard.

102 INT. TATOOINE, HOMESTEAD, GARAGE (FULL MOON) - NIGHT 102

PADMÉ stands looking at a speeder parked in the garage. Short silence. Then:

C-3PO
Please don't leave us, Miss Padmé. These people need your help.

THREEPIO is parked in a corner.

PADMÉ
I'm not leaving, Threepio. I just can't sleep.

C-3PO
That's something I cannot relate to. As a Protocol Droid, I'm either active or inactive. There's no in-between.

PADMÉ
I guess you're lucky.

C-3PO
Do you really think so..? I suppose I shouldn't expect... * *

PADMÉ
You're not happy here?

102 CONTINUED:

C-3PO
Oh, I'm not unhappy... and my masters here are so kind I wouldn't wish to trouble them, it's just... being like this... well, it's embarrassing.

PADMÉ
Being like what?

C-3PO
Naked. If you pardon the expression. You see, when Master Annie made me, he never quite found the time to give me any outer coverings. It's so humiliating. How would you like it if you had to go around with all your circuits showing?

PADMÉ
I guess I wouldn't like it at all.

C-3PO
Of course you wouldn't. Nobody would. It's simply not protocol.

PADMÉ looks thoughtfully at a pile of spare parts and bits of metal and tools.

PADMÉ
Maybe we can do something about it.

C-3PO
I don't think so. Only Master Annie...

PADMÉ
Why not? They seem to have a box of old coverings here.

C-3PO
Oh? How observant of you, Miss Padmé. Of course, I'm just not mechanically minded... if you see what I mean.

PADMÉ picks up a piece of metal and holds it against him.

PADMÉ
Let's see, if we put this... here...

C-3PO
Ooooh! That tickles!

PADMÉ
You'll have to be quiet, Threepio. Hold still, please.

103 EXT. SPACE, GEONOSIS RINGS 103

A huge chunk of rock tumbles slowly through the asteroid belt. CAMERA CLOSES, to discover Obi-Wan's Starship hidden in a blasted-

103 CONTINUED:

out area on the pitted back side of the great rock.

104 INT. COCKPIT, JEDI FIGHTER, SPACE, GEONOSIS RINGS 104

OBI-WAN looks out toward Geonosis and sees in the distance a large fleet of Trade Federation Ships hidden among the asteroids. He starts the engines of his Fighter.

104 CONTINUED: 104

Obi-Wan's Fighter moves out from the back side of the asteroid and heads away from the asteroid field, descending toward Geonosis.

105 EXT. GEONOSIS, LANDING AREA - NIGHT 105

Obi-Wan's ship skims across the top of a small mesa along the edge of a rocky ridge. He maneuvers under a rock overhang and lands. He gets out of the Fighter and walks onto the mesa. The wind whips at him. He looks around.

Geonosis is a red rock planet, featureless apart from buttes and mesas, and occasional tall stalagmites that stand out dramatically on the arid plains.

The night is quiet, except for an occasional WEIRD CRY. OBI-WAN checks his bearings, then heads away.

106 EXT. GEONOSIS, ROCK FACE TRAIL - NIGHT 106

OBI-WAN climbs a steep, narrow trail. Suddenly, a CRY is heard close by. OBI-WAN stumbles slightly. His foot slips on the edge, sending a stream of pebbles skittering into the darkness.

OBI-WAN listens. Silence. He draws his lightsaber but does not ignite it.

He sets off again and works his way around a narrow corner, to confront a crouching MASSIFF (a dog-sized lizard) with slavering fangs! The beast leaps at him, and OBI-WAN ignites his lightsaber as the MASSIFF knocks him on his back. Its jaws open wide. OBI-WAN stabs the creature, throws it off of him, and jumps up.

A SECOND MASSIFF jumps him from behind. OBI-WAN swings around and cuts it in half. The MASSIFF flies over the cliff, HOWLING. It plummets to its death hundreds of feet below.

107 EXT. TATOOINE, CLIFF (FULL MOON) - NIGHT 107

ANAKIN pulls up near the edge of a cliff. He gets off the bike and creeps to the edge. He looks over to see a Tusken camp in the oasis below. One of the huts at the edge of the camp has TWO TUSKEN GUARDS outside it.

108 EXT. TATOOINE, TUSKEN RAIDER CAMP, OASIS (FULL MOON) - NIGHT 108

ANAKIN creeps through the camp, working his way from hut to hut, flattening himself against the walls, overhearing snatches of Tusken conversation from inside, using the shadows to hide him until he arrives at the hut with the TWO GUARDS. They are sitting a short distance from the door. ANAKIN wriggles around the back. He takes out his lightsaber and cuts into the base of the wall.

109 INT. TUSKEN RAIDER HUT - NIGHT 109

The lightsaber completes the hole in the wall. ANAKIN wriggles in. He pulls himself to his feet. There are candles everywhere.

A shaft of moonlight from a hole in the roof pierces the gloom of the hut. By its light, ANAKIN sees SHMI, hanging from a wooden

109 CONTINUED: 10

frame in the middle of the hut.

He cuts her free, takes her into his arms, and lowers her gently to the ground. Her eyes are closed. Her face is bloodied. She has been terribly beaten. ANAKIN cradles her tenderly.

ANAKIN
Mom... Mom... Mom...

SHMI's eyelids flutter - and barely open. They are caked with blood.

SHMI
Annie...? Is it you...?

SHMI's eyes focus slowly. ANAKIN gives a little choking gasp.

ANAKIN
I'm here, Mom. You're safe. Hang on. I'm going to get you out of here...

SHMI
I'm so glad... to see you, Annie.... Now... I am complete.

ANAKIN
Just stay with me, Mom. I'm going to make you well again. Everything's going to be fine.

SHMI
You look so handsome. My son... my grown-up son. I'm so proud of you, Annie... so proud... I missed you so much... I love...

SHMI dies. ANAKIN draws her to his breast. There is silence for a moment. ANAKIN lifts his head, listening for a moment, then he sits on the floor of the Tusken hut, cradling his dead mother in his arms.

110 EXT. GEONOSIS, ROCK FACE TRAIL - NIGHT 110

OBI-WAN arrives at the head of the trail. Far below, a flat plain stretches into the distance. He stops, peering into the darkness, where strange shapes loom indistinctly.

OBI-WAN takes a pair of electronic binoculars from his belt and puts them to his eyes. He sees a cluster of great towers like fantastic stalagmites rise from the plain below.

SLOW PAN with the binoculars, and suddenly a line of Battle Starships come into view. OBI-WAN touches the viewfinder. Between fifty and a hundred Federation Starships in neat rows. Some are on platforms that are carrying the Starships down to an underground facility. Other platforms are rising to the surface. They carry THOUSANDS of BATTLE DROIDS that step off and file into waiting ships. A fully loaded Starship takes off. OBI-WAN swings the binoculars upward, to see more Federation Starships.

111 EXT. TATOOINE, TUSKEN RAIDER CAMP, OASIS - DAWN 111

The pale light grows. Thin tendrils of smoke rise slowly in the cold, clear air. Somewhere a dog BARKS. An OLD WOMAN comes out of one of the huts. She carries a pail. She swirls it and tosses the dirty water onto the ground.

As she goes back inside the hut, a TUSKEN CHILD runs past, dragging a stick in the sand. The CHILD runs through the line of huts, turns a corner, and stops suddenly, staring at the bodies of the TWO TUSKEN GUARDS. Between them, ANAKIN stands outside the hut door. His face is a grim mask. The CHILD stares, then there is a FLASH OF LIGHT as Anakin's lightsaber switches on.

112 EXT. GEONOSIS, LANDING AREA - NIGHT 112

OBI-WAN comes running back to his ship and climbs into the cockpit. He settles into his seat. His ARFOUR DROID beeps a happy greeting. OBI-WAN switches on the comlink.

OBI-WAN
"Guiding light" to "old folks home."

Beside him, the ARFOUR DROID watches.

113 EXT. CORUSCANT, REPUBLIC EXECUTIVE BUILDING - DAY 113

LOW ANGLE. A line of reflecting pools with splashing fountains flanked by statues on each side leads to the main entrance to the awesome building.

114 INT. CORUSCANT, CHANCELLOR'S OFFICE - DAY 114

A hologram of OBI-WAN flickers in front of a group, made up of Jedi (YODA, MACE WINDU, and KI-ADI-MUNDI) and Senators (BAIL ORGANA, ASK AAK, LUMINARIA, and JAR JAR). PALPATINE and MAS AMEDDA are in the middle of the group, watching with growing concern.

OBI-WAN
...Starships from the Trade Federation and the Commerce Guilds are taking delivery of battle droids from the foundries on Geonosis.

BAIL ORGANA
That's outrageous! The treaty forbids the Trade Federation from building up an army. What are they doing?!

OBI-WAN
The droid foundry seems to be working at full capacity. I am going to go down and investigate. I will bring Jango Fett back home for interrogation.

114 CONTINUED:

114

PALPATINE
Those Geonosian foundries are part of the Techno Union. We will call in their representatives and ask them a few very pointed questions.

OBI-WAN
One more thing. Jango mentioned he was recruited by someone named Darth Tyranus. Any idea who that might be?

YODA
With the forename Darth, a Sith he must be.

MACE WINDU
Our missing apprentice. They are playing their hand at last.

OBI-WAN
Do you think he could be the mysterious Sido-Dyas, who made the deal for the clone army?

YODA
Perhaps too many pieces missing from this puzzle, there are.

MACE WINDU
Be careful, Obi-Wan. This investigation is becoming less than routine. Do you need help?

OBI-WAN
Let me see if I can figure out what's going on first.

The hologram of OBI-WAN fades off. PALPATINE stares at the spot where the hologram was in disbelief.

BAIL ORGANA
The Commerce Guilds are preparing for war... there can be no doubt of that.

PALPATINE
Count Dooku must have made a treaty with them.

MACE WINDU
We must stop them soon before they're fully ready.

ASK AAK
The debate is over, now we need that clone army...

BAIL ORGANA
Unfortunately, the debate is not over. The Senate will never be able to approve the use of that army before the separatists attack.

114 CONTINUED: (2)

MAS AMEDDA
This is a crisis! If the Senate votes the Chancellor emergency powers, he could approve the use of the army, in a minute.

PALPATINE
Please, please, I don't wish to have emergency powers. That's too extreme a solution. It's akin to a dictatorship. We must rely on the Jedi. Master Yoda, how many are available to go to Geonosis?

MACE WINDU and YODA look at one another.

YODA
Two hundred, ...less or more.

BAIL ORGANA
With all due respect for the Jedi Order, two hundred will be no match for hundreds of thousands of battle droids.

MACE WINDU
Patience. We should wait for Obi-Wan to report back. We don't know that Count Dooku has made a treaty with the Corporate Alliance, it's speculation.

ASK AAK
But we must prepare for the worst. I'm going to propose a motion granting emergency powers to the Chancellor at the next session. We must not wait!

PALPATINE
Out of the question, Senator! You and I are too closely aligned. The issue will become partisan and debates will begin. The proposal must come from a neutral source.

MAS AMEDDA
If only Senator Amidala were here.

JAR JAR steps forward from the back of the group.

JAR JAR
Supreme Chancellor... my august colleagues, I would be proud to propose the motion in question. This is a grave situation, and I'm sure Senator Amidala, and the Queen of Naboo, would agree.

ASK AAK
Thank you, Representative Binks.

Silence. Then PALPATINE sighs deeply.

114 CONTINUED: (3) 114

PALPATINE
If called upon, I will serve. But it will be the saddest day of my life.

115 EXT. TATOOINE, DESERT, HOMESTEAD MOISTURE FARM - DAY 115

All is quiet. BERU comes out of the house. She goes to a moisture line and starts to draw water.

116 INT. TATOOINE, HOMESTEAD, GARAGE - DAY 116

PADMÉ fixes the last piece of covering onto THREEPIO.

PADMÉ
There!

PADMÉ stands back. OWEN is with her. They look at THREEPIO. He isn't the golden figure we know because Padmé has had to use whatever stuff she could find in the garage. He is multi-colored in several different textures, but he is complete.

C-3PO
Um. How do I look? *

OWEN
Great! You look perfect. *

C-3PO
Perfect? Oh, Miss Padmé, I'm so happy! *
(extending his hand to shake hers) *
Oh, pardon me. *

THREEPIO drops his hand and bows formally. *

C-3PO
(continuing) *
Thank you. *

He forgets formality and hugs her. PADMÉ hugs him back, laughing. *

C-3PO
(continuing) *
Thank you! Thank you! Thank you! *

OWEN
(grinning)
Well, Padmé, I think he should be yours from now on... I know that is what my Mom would want.

C-3PO
Oh, my! * *

Then suddenly, from outside:

BERU (V.O.)
Come topside, everybody! He's back! He's back.

117 EXT. TATOOINE, DESERT, HOMESTEAD MOISTURE FARM - DAY 117

PADMÉ and OWEN run out onto the chaut to join BERU. THREEPIO follows. CLIEGG hobbles out of the homestead on his speeder chair. They stand looking out into the desert, where ANAKIN rides the speeder bike toward the homestead. SHMI'S BODY is tied to it.

ANAKIN arrives. They run to him as he steps away from the bike, carrying SHMI. He stops, face-to-face with CLIEGG. There is a brief pause. Then he carries SHMI into the homestead.

118 INT. TATOOINE, HOMESTEAD, GARAGE - DAY 118

PADMÉ comes in with a tray of food. ANAKIN is kneeling by the speeder bike, using an electronic wrench to work on it.

ANAKIN
The shifter broke. Life seems so much simpler when you're fixing things.

PADMÉ puts the tray down.

ANAKIN
(continuing)
I'm good at fixing things... always was. But I couldn't...
(stops working, tears in his eyes)
Why did she have to die? Why couldn't I save her? I know I could have!

PADMÉ
Sometimes there are things no one can fix. You're not all-powerful, Annie.

ANAKIN starts working with the wrench again.

ANAKIN
(angry)
I should be! Someday I will be... I will be the most powerful Jedi ever! I promise you, I will even learn to stop people from dying.

PADMÉ
Anakin...

ANAKIN
(furious)
It's all Obi-Wan's fault. He's jealous! He knows I'm already more powerful than he is. He's holding me back!

ANAKIN hurls the wrench across the garage. It CLATTERS to the floor. He looks at his trembling hands. PADMÉ stares at him, shocked.

PADMÉ
Annie, what's wrong?

ANAKIN
I... I killed them. I killed them all. They're dead, every single one of them...

ANAKIN focuses on her like someone returning from far away.

ANAKIN
(continuing)
Not just the men... the women and children too. They're like animals, and I slaughtered them like animals... I <u>hate</u> them!

118 CONTINUED: 118

There is silence for a moment, then ANAKIN breaks down, sobbing. PADMÉ takes him into her arms.

ANAKIN
(continuing)
Why do I hate them? I didn't... I couldn't... I couldn't control myself. I... I don't want to hate them... but I just can't forgive them.

PADMÉ
To be angry is to be human.

ANAKIN
To control your anger is to be a Jedi.

PADMÉ
Ssshhh... you're human.

ANAKIN
No, I'm a Jedi. I know I'm better than this. I'm sorry, I'm so sorry! * *

PADMÉ
You're like everyone else...

PADMÉ rocks him, and ANAKIN weeps.

119 EXT. GEONOSIS, TOWER ENTRANCE - DAWN 119

Light grows on the clustering tower of fantastic stalagmites. OBI-WAN sneaks up to the main one. He climbs up the side of the tower to a small window-like opening. OBI-WAN looks around quickly, then sneaks inside.

120 INT. GEONOSIS, CORRIDORS - MORNING 120

OBI-WAN makes his way along a narrow, pillared corridor. He comes to what looks like a large open well or vent shaft. He looks down and sees a huge underground facility below. In one area, machines are constructing BATTLE DROIDS. In another area, completed DROIDS are moving along a conveyor belt. GEONOSIS WORKERS, with no wings, drone away at the assembly line.

121 INT. GEONOSIS, CENTRAL SQUARE - MORNING 121

OBI-WAN arrives at a vast expanse in the stalagmite interior. Immense pillars, soaring Gaudi-Gothic arches, vaulted roofs. The huge space is deserted - completely silent.

OBI-WAN starts to cross the square. Suddenly he hears voices.

He darts behind a pillar as POGGLE THE LESSER (Archduke of Geonosis), his aid, SUN RIT, COUNT DOOKU, and NUTE GUNRAY approach, closely followed by PASSEL ARGENTE and WAT TAMBOR. COUNT DOOKU is tall, elderly, and saturnine, with beautiful

121 CONTINUED: 121

manners. OBI-WAN flattens himself against the pillar as they pass by.

POGGLE
We're already running at maximum capacity. In less than two months, Viceroy, you'll have the finest army in the galaxy.

NUTE GUNRAY
Our early testing of your prototype units has been satisfying, but these new Battle Droids are a little less precise than I had hoped.

POGGLE
I'm sure their advanced features will more than make up for that.

COUNT DOOKU
Now, we must persuade the Commerce Guild and the Corporate Alliance to sign the treaty, then nothing in the universe will be able to stop us.

NUTE GUNRAY
What about the Senator from Naboo? Is she dead yet? I'm not signing your treaty until I have her head on my desk.

COUNT DOOKU
She will be soon, Viceroy. I am a man of my word, and I have faith in this bounty hunter's abilities.

They move out of earshot. OBI-WAN peers around the pillar to see them going through an archway on the far side of the courtyard. There is a flight of stairs beside it.

OBI-WAN arrives at the stairs. He sneaks up them, to arrive at a narrow gothic archway. He looks down through it.

122 INT. GEONOSIS, CONFERENCE ROOM - DAY 122

POGGLE THE LESSER, and his TWO AIDES are at one end of a large round conference table.

COUNT DOOKU
Now is the time, my friends. The moment when you have to decide between the Republic or the Confederacy of Independent Systems.

COUNT DOOKU is at the head of the table. JANGO FETT stands behind his chair.

In addition to the original group, there are also THREE OPPOSITION SENATORS, PO NUDO, TESSEK and TOONBUCK TOORA, and a COMMERCE GUILD DIGNITARY, SHU MAI and a MEMBER of the INTERGALACTIC BANK CLAN, SAN HILL.

122 CONTINUED: 122

COUNT DOOKU
(continuing)
A hundred more systems will rally to our cause with your support, gentlemen. And let me remind you of our absolute commitment to capitalism... of the lower taxes, the reduced tariffs, and the eventual abolition of all trade barriers. Signing this treaty will bring you profits beyond your wildest imagination.
(looks at Nute)
Our friends in the Trade Federation have pledged their support. When their droid battalions are combined with yours, we shall have an army greater than anything in the galaxy. The Jedi will be overwhelmed. The Republic will agree to any demands we make.

PASSEL ARGENTE, THE CORPORATE ALLIANCE REPRESENTATIVE, stands.

PASSEL ARGENTE
I am authorized by the Corporate Alliance to sign the treaty.

COUNT DOOKU
We are most grateful for your cooperation Chairman.

SHU MAI, the Commerce Guild Representative, stands.

SHU MAI
The Commerce Guilds do not at this time wish to become openly involved. But we shall support you in secret - and look forward to doing business with you.

There are chuckles around the table. COUNT DOOKU smiles.

COUNT DOOKU
That is all we ask.

SAN HILL, the banker, stands.

SAN HILL
The Intergalactic Banking Clan will support you wholeheartedly, but only in a non-exclusive arrangement.

123 INT. GEONOSIS, STAIRS - DAY 123

OBI-WAN pulls back from the archway.

124 EXT. GEONOSIS, LANDING AREA - DAY 124

The canopy of Obi-Wan's Starship is covered with SMALL CRAWLING CREATURES. The ARFOUR DROID WHIMPERS as the CREATURES back the little DROID against a rock wall.

125 INT. GEONOSIS, STAIRS AND WINDOW - DAY 125

OBI-WAN hears the DROID WHIMPER through his comlink. He starts up the stairs, coming to an outside window. OBI-WAN takes out his binoculars as he talks into his comlink.

OBI-WAN
Arfour... Arfour... Where are you?!?

THROUGH THE BINOCULARS, OBI-WAN sees the DROID being chased off by the CRAWLING CREATURES, (ROGAS). He puts the binoculars away and climbs the stairs.

126 EXT. GEONOSIS, TOP OF STALAGMITE - DAY 126

OBI-WAN arrives at the top of the stalagmite. The view is staggering. He pulls a length of wire from his utility belt and attaches it to a small chrome ball that takes the wire high into the air. He clips a little booster device to the wire. A SHADOW passes over him. He doesn't notice.

OBI-WAN
(into comlink)
Artoo Detoo... Artoo Detoo. Do you copy? This is Obi-Wan Kenobi. Switch to low band.

OBI-WAN listens for a moment then hears a little BEEP.

127 INT. COCKPIT, NABOO STARFIGHTER - DAY 127

In the ship, ARTOO BEEPS as he receives the message.

OBI-WAN (V.O.)
Record this message and take it to your mistress, Padmé... and the Jedi Skywalker... "Anakin, my long range transmitter is knocked out. Retransmit this message to Coruscant."

128 EXT. GEONOSIS, TOP OF STALAGMITE - DAY 128

OBI-WAN talks into his comlink. More SHADOWS pass over him, lower now. He doesn't notice.

OBI-WAN
...the Trade Federation is behind the assassination attempts on Senator Amidala.

The SHADOWS are lower.

128 CONTINUED: 128

OBI-WAN
(continuing)
The Commerce Guilds and the Corporate Alliance have pledged their armies to Count Dooku and are forming an... Wait!

A SHADOW passes very low. OBI-WAN looks up quickly.

129 INT. COCKPIT, NABOO STARFIGHTER - DAY 129

ARTOO dutifully listens to the desperate message.

OBI-WAN (V.O.)
...attack...I don't... make it... too many... aaaggghhh!

Obi-Wan's voice cuts out. ARTOO WHISTLES in dismay.

130 EXT. TATOOINE, BLUFF OVERLOOKING HOMESTEAD - DAY 130

The ramp lowers. ARTOO rolls down and trundles off toward the homestead.

131 EXT. TATOOINE, HOMESTEAD, GRAVESITE - DAY 131

ANAKIN, PADMÉ, CLIEGG, OWEN, BERU, and THREEPIO are standing around Shmi's grave.

CLIEGG
I know wherever you are it's become a better place. You were the most loving partner a man could ever have. Goodbye, my dearest wife. And thank you.

Brief pause.

ANAKIN
I wasn't strong enough to save you, Mom. But I promise I won't fail again... I miss you so much.

Silence. Then BEEPS and WHISTLES are heard. They turn as ARTOO rolls up.

PADMÉ
Artoo, what are you doing here?

ARTOO BEEPS and WHISTLES.

C-3PO
It seems he carrying a message from someone called Obi-Wan Kenobi. Does that mean anything to you, Master Anakin?

132 INT. TATOOINE, HOMESTEAD, GARAGE - DAY 13

A rough hologram of OBI-WAN is projected into the garage by ARTOO. ANAKIN, PADMÉ and THREEPIO watch the flickering image.

OBI-WAN
...Alliance have pledged their armies to Count Dooku and are forming an... Wait!... ah... attack... I don't... make it... aaaggghhh!

The hologram cuts off. ANAKIN jumps up, agitated.

ANAKIN
I'm going after him!

PADMÉ
I thought the first thing he said was to retransmit his message to Coruscant.

ANAKIN
Yeah, you're right, you're right.

133 EXT. TATOOINE, HOMESTEAD, MOISTURE FARM - LATE DAY 133

ANAKIN, PADMÉ, ARTOO, and THREEPIO leave the homestead, waving to CLIEGG, OWEN, and BERU as they go into the desert.

134 INT. COCKPIT, NABOO STARFIGHTER - SUNSET 134

ANAKIN sits down in the cockpit with PADMÉ. THREEPIO is behind them. ARTOO is beside him. They are watching a hologram of MACE WINDU.

MACE WINDU
We will deal with Count Dooku. The most important thing for you, Anakin, is to stay where you are. Protect the Senator at all costs. That is your first priority.

ANAKIN
Understood, Master.

The hologram switches off. PADMÉ is looking at the readout on the ship's control panel.

PADMÉ
They'll never get there in time to save him. They have to come half way across the galaxy. Look, Geonosis is less than a parsec away.

PADMÉ starts to hit buttons and flick switches. ANAKIN puts a hand over hers, stopping her. She stares at him.

ANAKIN
If he's still alive.

134 CONTINUED: 134

PADMÉ
Annie, are you just going to sit here and let him die?? He's your friend... your mentor...

ANAKIN
...He's like my father, but you heard Master Windu. He gave me strict orders to stay here.

PADMÉ
He gave you strict orders to protect me...

PADMÉ pulls her hand free and flicks more switches. The engines fire.

PADMÉ
(continuing)
...and I'm going to save Obi-Wan. So if you plan to protect me, you will have to come along.

ANAKIN grins and takes the controls.

135 EXT. TATOOINE, BLUFF OVERLOOKING HOMESTEAD - SUNSET 135

The Naboo Starship rises from the bluff and zooms away.

136 EXT. CORUSCANT, JEDI TEMPLE - DAY 136

TWO HUNDRED JEDI KNIGHTS are assembling outside the huge center of the Jedi Order.

137 INT. CORUSCANT, JEDI TEMPLE, COUNCIL CHAMBER - DAY 137

The JEDI COUNCIL are assembled as MACE WINDU makes his plea.

MACE WINDU
The longer we wait, the stronger Dooku's armies become. We cannot wait for the Senate to make up its mind about granting the Chancellor emergency powers, in order to be able to use that clone army... We have the authority to go now. We must go now.

All of the JEDI COUNCIL nod their approval.

YODA
Agreed, Master Windu. Two hundred Jedi send. Enough, let's hope they are.

138 INT. CORUSCANT, MAIN SENATE CHAMBER - DAY 138

Inside the great rotunda, the UPROAR is even louder. Opposing SENATORS yell furiously at one another.

138 CONTINUED: 138

MAS AMEDDA
Order! Order!!

Finally, the uproar dies.

PALPATINE
In the regrettable absence of Senator Amidala, the chair recognizes the Senior Representative of Naboo, Jar Jar Binks.

Amid a conflicting storm of CHEERS AND BOOS, JAR JAR, with TWO GUNGAN AIDES, floats on his pod to the middle of the vast space. He looks at PALPATINE nervously. PALPATINE nods. JAR JAR clears his throat.

JAR JAR
Senators, dellow felagates...

Laughter. Jeers. JAR JAR blushes.

MAS AMEDDA
Order! The Senate will accord the Representative the courtesy of a hearing!

Comparative quiet. JAR JAR grips the edge of the podium.

JAR JAR
In response to the direct threat to the Republic from the Confederacy of Independent Systems, I propose that the Senate give immediate emergency powers to the Supreme Chancellor.

Uproar. JAR JAR looks a little sheepish.

JAR JAR
(continuing)
Who can deny these are exceptional times? Exceptional times demand exceptional measures! Exceptional measures demand exceptional men!

ORN FREE TAA
We won't support a dictator!

SHOUTS of agreement.

JAR JAR
That is a sentiment every one of us agrees with! And when the shadow of war has dispersed and the bright day of liberty has dawned again, the power we now give to the Supreme Chancellor will be gladly, and swiftly returned. Our ancient liberties will be restored to us, burnished even more brightly than before!

138 CONTINUED: (2) 138

Brief silence, then a rolling wave of APPLAUSE. JAR JAR beams and bows.

PALPATINE rises.

PALPATINE
It is with great reluctance that I have agreed to this calling. I love democracy... I love the Republic. The fact that this crisis is demanding I be given absolute power to rule over you is evident. But I am mild by nature and have no desire to destroy the democratic process. The power you give me I will lay down when this crisis has abated, I promise you. And all I ask in return is when my current term of office is over, you allow me to retire and live out my life in peace.

MAS AMEDDA
We shall proceed to the vote. All those in favor of granting emergency powers to the Supreme Chancellor, signal aye at this time... those opposed?

139 EXT. SPACE 139

The Naboo Starship heads toward the rings of Geonosis.

140 EXT. GEONOSIS, LANDING AREA - DAY 140

The Naboo Starship lands.

141 INT. COCKPIT, NABOO STARFIGHTER - DAY 141

ANAKIN switches off the engines. ARTOO and THREEPIO are in the navigation area of the cockpit. PADMÉ is in the co-pilot's seat. She gets up.

ANAKIN
Hey, where are you going?

PADMÉ
To find Obi-Wan.

ANAKIN gets up and goes over to her.

ANAKIN
No! You're not!

He grabs her arm.

PADMÉ
Let go of me!

141 CONTINUED: 141

ANAKIN
I'm not letting you go out there. It's too dangerous.

PADMÉ
What?!?

ANAKIN
My job is to protect you. I said it's too dangerous. You're not going, and that's final!

PADMÉ
Don't you give me orders, Annie! I'm a Senator of the Galatica Republica. You have no authority to contain me, restrain me, or direct me! You remember your place, young man.
(standing up)
Now you can come along and protect me or stay here. It's up to you.

PADMÉ storms out of the cockpit of the Naboo Starfighter. ANAKIN stands scratching his head, then follows.

ARTOO BEEPS and WHISTLES.

C-3PO
Yes, it is, Artoo. Most confusing. One moment they're generating a pleasant mutual attraction. The next, waves of violent hostility. Even though I'm programmed to understand them, I doubt if I ever shall.

ARTOO WHISTLES a plaintive sigh.

142 INT. GEONOSIS, CORRIDORS - DAY 142

ANAKIN and PADMÉ enter the stalagmite city. They stop, looking around in wonder at the emptiness.

PADMÉ
(in a low voice)
It's <u>empty</u>!

They start forward. As they pass, the surface of the pillars seems to pulse slowly and move. High above, WINGED CREATURES grow from the pillars and detach themselves.

143 INT. GEONOSIS, CENTRAL SQUARE - DAY 143

ANAKIN and PADMÉ cross the square, reaching the middle. They stop suddenly as FOUR GEONOSIANS grab them. ANAKIN reaches for his lightsaber.

PADMÉ
Wait!

143 CONTINUED: 143

TWENTY WINGED GEONOSIANS carrying weapons alight on the flagstones in front of them.

The GEONOSIANS part, and COUNT DOOKU appears. He bows courteously.

COUNT DOOKU
Senator Amidala, I've heard so much about you.

PADMÉ
Count Dooku, I assume.

COUNT DOOKU
I am delighted to meet you at last. We have a great deal to discuss, Senator. I hope you can keep your young Jedi under control.

PADMÉ
Don't worry, he's housebroken.

144 INT. GEONOSIS, CONFERENCE ROOM - DAY 144

COUNT DOOKU sits at a large conference table with PADMÉ on the far side. ANAKIN stands behind her with FOUR GEONOSIAN GUARDS standing behind him. JANGO FETT stands behind COUNT DOOKU, and SIX GEONOSIAN GUARDS stand behind him.

PADMÉ
You are holding a Jedi Knight, Obi-Wan Kenobi. I am formally requesting you turn him over to me, now.

COUNT DOOKU
He has been convicted of espionage, Senator, and will be executed. In just a few hours, I believe.

COUNT DOOKU smiles.

PADMÉ
He is an officer of the Republic. You can't do that.

COUNT DOOKU
We don't recognize the Republic here, Senator, but if Naboo were to join our Alliance, I could easily hear your plea for clemency.

ANAKIN grabs his lightsaber but doesn't turn it on.

PADMÉ
And if I don't join your rebellion, I assume this Jedi with me will also die?

144 CONTINUED: 144

COUNT DOOKU
I don't wish to make you to join our cause against your will, Senator, but you are a rational, honest representative of your people and I assume you want to do what's in their best interest. Aren't they fed up with the corruption, the bureaucrats, the hypocrisy of it all?.. Aren't you? Be honest, Senator.

PADMÉ
The ideals are still alive, Count, even if the institution is failing.

COUNT DOOKU
You believe in the same ideals we believe in! The same ideals we are striving to make prominent.

PADMÉ
If what you say is true, you should stay in the Republic and help Chancellor Palpatine put things right.

COUNT DOOKU
The Chancellor means well, M'Lady, but he is incompetent. He has promised to cut the bureaucracy, but the bureaucrats are stronger than ever, no? Senator, the Republic cannot be fixed. It is time to start over. The democratic process in the Republic is a sham, no? A shell game played on the voters. It will not be long before that cult of greed, called the Republic, will lose even the pretext of democracy and freedom.

PADMÉ
I cannot believe that. I will not forsake all I have honored and worked for and betray the Republic. I know of your treaties with the Trade Federation, the Commerce Guilds, and the others, Count. What is happening here is not government that has been bought out by business... It's business becoming government!

COUNT DOOKU
Then you will betray your Jedi friends? Without your cooperation I can do nothing to stop their execution.

PADMÉ
And what about me? Am I to be executed also?

144 CONTINUED: (2)

COUNT DOOKU
I wouldn't think of such an offense. But, there are individuals who have a strong interest in your demise, M'Lady. It has nothing to do with politics, I'm afraid. It's purely personal, and they have already paid great sums to have you assassinated. I'm sure they will push hard to have you included in the executions. I'm sorry but, if you are not going to cooperate, I must turn you over to the Geonosians for justice. I've done all I can for you.

JANGO FETT moves over to ANAKIN.

JANGO FETT
I'll take that weapon.

ANAKIN hesitates.

COUNT DOOKU
You may cause a lot of bloodshed, my young Jedi... but you will not escape.

PADMÉ
Anakin...

ANAKIN hands his lightsaber over to JANGO FETT.

145 INT. GEONOSIS, HIGH AUDIENCE CHAMBER - DAY 145

ANAKIN and PADMÉ are standing in the center of what looks like a courtroom. Seated before them in a tall boxed-off area is POGGLE THE LESSER, the Archduke of Geonosis. He is accompanied by his underling, SUN RIT. Off to one side sit Separatist Senators PO NUDO, TESSEK, and TOONBUCK TOORA. Next to them are the Commerce Dignitaries, SHU MAI, NUTE GUNRAY, PASSEL ARGENTE, WAT TAMBOR, and SAN HILL of the Intergalactic Bank Clan. Along the wall about a HUNDRED GEONOSIANS wait for a verdict.

SUN RIT
You have been charged and found guilty of espionage.

POGGLE
Do you have anything to say before your sentence is carried out?

PADMÉ
You are committing an act of war, Archduke. I hope you are prepared for the consequences.

POGGLE laughs. COUNT DOOKU simply smiles.

145 CONTINUED: 145

POGGLE
We build weapons, Senator... that is our business! Of course we're prepared!

NUTE GUNRAY
Get on with it. Carry out the sentence. I want to see her suffer.

POGGLE
Your other Jedi friend is waiting for you, Senator. Take them to the arena!

FOUR GUARDS take hold of PADMÉ and ANAKIN. They are escorted out of the chamber to the sounds of chuckling.

146 INT. GEONOSIS, TUNNEL TO EXECUTION ARENA - DAY 146

In the gloomy tunnel, ANAKIN and PADMÉ are tossed into an open cart. The murmur of a vast crowd is heard offscreen. GUARDS extend their arms along the framework and tie them so that they stand facing each other.

The DRIVER gets up onto his seat.

ANAKIN
Don't be afraid.

PADMÉ
I'm not afraid to die. I've been dying a little bit each day since you came back into my life.

ANAKIN
What are you talking about?

PADMÉ
I love you.

ANAKIN
You love me?! I thought we decided not to fall in love. That we would be forced to live a lie. That it would destroy our lives...

PADMÉ
I think our lives are about to be destroyed, anyway. My love for you is a puzzle, Annie, for which I have no answers. I can't control it... and now I don't care. I truly, deeply love you and before we die I want you to know.

PADMÉ leans toward ANAKIN. By straining hard, it is just possible for their lips to meet. They kiss.

ANAKIN
I have no desire to be cured of this love either. Long or short, I vow to spend the rest of my life with you.

146 CONTINUED: 146

They kiss again.

The DRIVER cracks his whip over the ORRAY harnessed between the shafts. The cart jerks forward. Suddenly, there is a HUGE ROAR and blinding sunlight as they emerge into the arena.

147 EXT. GEONOSIS, EXECUTION ARENA - DAY 147

The great stadium is packed with tier upon tier of yelling GEONOSIANS. The cart trundles to the center, where OBI-WAN is chained to one of four upright posts that are three feet in diameter. The cart stops. PADMÉ and ANAKIN are taken down, dragged to posts, and chained to them. PADMÉ is in the center.

OBI-WAN
I was beginning to wonder if you had gotten my message.

ANAKIN
I retransmitted it just as you requested, Master. Then we decided to come and rescue you.

OBI-WAN
It looks like you're doing a good job so far.

Their arms are pulled high above their heads, and the cart drives away. There is another ROAR as POGGLE THE LESSER, COUNT DOOKU, NUTE GUNRAY, THE FETTS, and DIGNITARIES arrive in the archducal box and take their places.

SUN RIT
The felons before you have been convicted of espionage against the Sovereign System of Geonosis. Their sentence of death is to be carried out in this public arena henceforth.

The crowd ROARS and CHEERS. In the box, POGGLE THE LESSER rises. The crowd becomes quiet.

POGGLE
Let the executions begin!

The crowd goes wild.

ANAKIN
I have a bad feeling about this.

From different gates around the arena, THREE MONSTERS are driven in. One is a REEK (bull-like), one is a NEXU (lion-like), and one is an ACKLAY (a kind of dino-lobster). They are driven in by PICADORS carrying long spears and riding ORRAYS. The PICADORS poke the MONSTERS toward the center, then retire to the perimeter.

The MONSTERS toss their heads, looking around, ROARING or SCREECHING. Then they catch sight of the THREE CAPTIVES and start moving toward them.

147 CONTINUED:

OBI-WAN
Take the one on the left. I'll take the one on the right.

ANAKIN
What about Padmé?

PADMÉ has turned around and is pulling herself up by the chain to the top of the post. Within a moment, she is standing on top of it, trying to pull the chain free.

OBI-WAN
It looks like she's already on top of things.

The REEK charges ANAKIN. He jumps up, and the beast hits the post hard. ANAKIN lands onto its back, wrapping part of his chain around its horn. The REEK backs off, shaking its head angrily, which tears the chain from the post.

OBI-WAN ducks around the post as the ACKLAY charges. It knocks the post flat, sending OBI-WAN sprawling. The ACKLEY crunches the post between its claws, freeing the chain. OBI-WAN leaps up and runs toward ONE of the PICADORS. The ACKLEY takes off after him.

The NEXU arrives at PADMÉ'S POST and rears on its hind legs. On top, PADMÉ struggles to tear the chain free. The NEXU ROARS, displaying wicked, dripping fangs.

In the archducal box, NUTE GUNRAY beams and rubs his hands.

In the arena, OBI-WAN runs at the PICADOR. The ORRAY rears up. OBI-WAN grabs the PICADOR's long spear and pole vaults over him. The chasing ACKLAY smashes into the ORRAY. It goes down. The PICADOR tumbles onto the sand, where he is grabbed by the ACKLAY and crunched.

ANAKIN's REEK starts to buck. it charges around the arena with ANAKIN hanging on for dear life. He whirls the free length of chain around his head and casts it into the REEK's mouth. Its jaws clamp hard on the chain. ANAKIN yanks hard on the chain, turning the REEK, beginning to ride it.

The NEXU's claws dig deep into the post. The cat-like creature reaches the top of the post and takes a swipe at PADMÉ. She turns and the claw barely catches her shirt ripping it off, leaving superficial claw marks across her back. She hits the creature with her chain and it backs off down the pole. Then, PADMÉ jumps off the post into the air. She swings around on the chain and whacks the beast hard on the head with both her feet. It tumbles back onto the sand.

In the archducal box:

NUTE GUNRAY
Foul!! She can't do that...shoot her or something!

In the arena, OBI-WAN runs out from behind the fallen ORRAY and throws the spear at the ACKLAY, hitting it in the neck. It lets out a terrible SCREECH and turns on him. The NEXU springs up and makes to leap up at PADMÉ again. She finally manages to work the chain loose. ANAKIN comes charging up on the REEK.

147 CONTINUED: (2) 14

ANAKIN
You okay?

PADMÉ
(nods, gasping)
Sure! Well, sort of.

ANAKIN
Jump!!!

The NEXU springs. PADMÉ leaps from the top of the post to land on the REEK in front of ANAKIN. He hauls her upright. The REEK charges away, around the arena. The NEXU bounds after it. The REEK passes the wounded ACKLAY. The NEXU smells blood and turns aside to attack the ACKLAY. The TWO MONSTERS fight. The crowd GROANS and BOOS.

In the archducal box, NUTE GUNRAY turns angrily to COUNT DOOKU.

NUTE GUNRAY
This isn't how it's supposed to be! Jango, finish her off!

COUNT DOOKU motions for the bounty hunter to stay put. BOBA FETT is enjoying the spectacle.

COUNT DOOKU
(smiling enigmatically)
Patience, Viceroy... she will die. Maybe this is the way it's supposed to end.

OBI-WAN runs and jumps on the back of the REEK behind ANAKIN. Across the arena, the NEXU, having chewed up the ACKLAY, starts to advance toward them.

148 INT. COCKPIT, NABOO STARFIGHTER - DAY 148

ARTOO BEEPS.

C-3PO
Yes, it has been rather a long time. Do you suppose something's happened to them?

ARTOO BEEPS and WHISTLES.

C-3PO
(continuing)
Danger? Oh no, I shouldn't think so. It looks a very dull planet to me. They should be back shortly. Just stop worrying, Artoo.

149 EXT. GEONOSIS, EXECUTION ARENA - DAY 149

In the archducal box, amid the uproar, COUNT DOOKU feels a tap on his shoulder. He turns to see MACE WINDU standing behind him. COUNT DOOKU masks his surprise elegantly as he surveys the arena and sees JEDI KNIGHTS standing at every entrance and exit.

149 CONTINUED: 149

COUNT DOOKU
Master Windu, how pleasant of you to join us. You're just in time for the moment of truth. I would think these two new boys of yours could use a little more training.

MACE WINDU
Sorry to disappoint you, Dooku. This party's over.

MACE WINDU signals, and at strategic places around the arena there are sudden flashes of light as about ONE HUNDRED JEDI switch on their lightsabers. The crowd is suddenly silent. COUNT DOOKU'S lips curl in slight amusement.

COUNT DOOKU
(to Mace Windu)
Brave, but stupid, my old Jedi friend. You're impossibly outnumbered.

MACE WINDU
I don't think so. One Jedi has to be worth a hundred Geonosians.

COUNT DOOKU looks around the great theater. His smile grows.

COUNT DOOKU
It wasn't the Geonosians I was thinking about. How well do you think one Jedi will hold up against a thousand battle droids?

COUNT DOOKU signals. THOUSANDS OF DROIDS start to pour into all parts of the arena.

MACE WINDU draws his lightsaber, JANGO FETT draws his guns and fires at MACE WINDU, who deflects the shots. JANGO FETT and MACE WINDU jump into the arena, where they fight. BOBA FETT watches his Dad and the Jedi Master fight. The battle begins. GEONOSIANS fly away everywhere. DROIDS fire at JEDI, who deflect the bolts and cut down the DROIDS. The GEONOSIAN TROOPS fire ray guns that are more difficult for the JEDI to deflect.

The REEK and the NEXU are spooked by the battle. The REEK bucks the riders off of its back and stampedes around the arena, trampling DROIDS and JEDI that have moved into its path. PADMÉ picks up a discarded pistol and joins the fight. SEVERAL JEDI run to the center of the arena and toss lightsabers to OBI-WAN and ANAKIN.

Among the crowd, JEDI cut down swaths of GEONOSIANS and DROIDS. On the sand, JEDI fight, attacking DROIDS. OBI-WAN and ANAKIN swing their lightsabers, cutting DROIDS in half. PADMÉ blasts away at DROIDS and GEONOSIANS.

150 INT. COCKPIT, NABOO STARFIGHTER - DAY 150

ARTOO whistles.

150 CONTINUED:

151

C-3PO
I don't hear anything.
(Artoo beeps)
You're scaring me! Stop imagining things!

151 EXT. GEONOSIS, EXECUTION ARENA - DAY 151

Among the tiers, JEDI are slowly being driven back. They have killed heaps of GEONOSIANS and have knocked out piles of DROIDS, but sheer numbers are telling. Individual JEDI are being cut down or blasted. The rest are retreating into the arena.

ANAKIN and PADMÉ are back-to-back, fighting DROIDS and flying GEONOSIANS. MACE WINDU fights fiercely with JANGO FETT. Finally, the bounty hunter falls. His helmet goes flying, bouncing down the steps, tumbling and rolling, kicked here and there by random feet. The bounty hunter's body falls to the ground.

MACE WINDU runs to the center of the arena and fights back-to-back with OBI-WAN, as they swipe and mangle DROIDS.

OBI-WAN
Someone's got to - shut down - these droids!

MACE WINDU
Don't worry! It's being - taken care of!

152 EXT. GEONOSIS, FEDERATION STARSHIP - DAY 152

KI-ADI-MUNDI leads a raiding party of about TWENTY JEDI through the lines of parked Battle Starships. They cut a swath through masses of DROIDS until they arrive at the Command Starship. Some JEDI fall. The rest cut their way up the ramps and into the Command Ship.

153 INT. COMMAND FEDERATION STARSHIP, CORRIDORS - DAY 153

KI-ADI-MUNDI and the surviving JEDI fight their way through the corridors of the Command Ship, deflecting laser bolts, slicing DROIDS.

154 INT. COMMAND FEDERATION STARSHIP, CONTROL BRIDGE - DAY 154

THEY burst onto the bridge and chop down the COMMAND DROIDS. The NEIMOIDIANS flee in all directions. KI-ADI-MUNDI leans over the control panel. He locates the illuminated master switch and punches down on it. It goes dark. Instantly, all the DROIDS on the Starship and all the DROIDS in the arena FREEZE!

There is a moment of stunned silence, then the JEDI CHEER. On the bridge, PLO KOON claps KI-ADI-MUNDI on the back.

PLO KOON
We've done it! Now we have a chance!

154 CONTINUED: 154

Suddenly, there is a harsh BEEPING SOUND. All the DROIDS on the Starship and all the DROIDS in the arena start fighting again! KI-ADI-MUNDI stares in disbelief and dismay.

KI-ADI-MUNDI
The system's off but they're still active. That's a new feature. They are independent of the control system.

155 EXT. GEONOSIS, EXECUTION ARENA - DAY 155

MACE WINDU, OBI-WAN, ANAKIN, PADMÉ and an exhausted group of about TWENTY JEDI stand in the center of the arena surrounded by a ring of BATTLE DROIDS. The bloodied sand around them is strewn with the bodies of DEAD GEONOSIANS, SHATTERED DROIDS and JEDI.

At the foot of some steps, BOBA FETT finds his father's battered helmet. He picks it up.

KI-ADI-MUNDI and the SURVIVORS from the raiding party are herded into the arena by SUPERDROIDS. From the encircling tiers above, THOUSANDS OF BATTLE DROIDS level their weapons menacingly.

In the archducal box, COUNT DOOKU lifts his hand. The DROIDS lower their weapons. The COUNT calls out to the JEDI.

COUNT DOOKU
Master Windu!

Silence.

COUNT DOOKU
(continuing)
You have fought gallantly. Worthy of recognition in the history archives of the Jedi Order. Now it is finished.
(pauses briefly)
Surrender - and your lives will be spared.

MACE WINDU
We will not be hostages for you to barter with, Dooku.

COUNT DOOKU
Then, I'm sorry, old friend. You will have to be destroyed.

The DROIDS raise their weapons. ANAKIN and PADMÉ clasp hands tightly. COUNT DOOKU raises his hand to give the order to fire. PADMÉ looks up suddenly and whispers to ANAKIN.

PADMÉ
Look!

Above, six Gunships are descending fast through the open area in the arena ceiling. They land in a cluster around the handful of JEDI. CLONE TROOPERS spill out and start firing up at the DROIDS. There is a hellstorm of laserfire that bounces off the laser shields created by the Gunships. YODA appears at the door of one of the Gunships.

155 CONTINUED: 155

YODA
Come on - hurry! Hurry!

The SURVIVING JEDI dash to the Gunships and scramble in. MACE WINDU hangs on tight as the Gunship, firing all its weapons, rises out of the arena up and over the topmost rim.

156 EXT. GEONOSIS, TERRAIN OUTSIDE EXECUTION ARENA - DAY 156

The massed lines of parked Federation Starships and the DROIDS surrounding the arena, are themselves surrounded by thousands of Republic Starships, disgorging TENS OF THOUSANDS OF CLONE TROOPERS. Beyond, more Republic Starships are landing and spewing out troops.

157 INT. GUNSHIP NUMBER ONE - DAY 157

MACE WINDU stares at the incredible sight.

YODA
More Battalions to the left.
Encircle them, we must, then
divide.

The CLONE TROOPERS open fire with artillery. EXPLOSIONS wreck the parked Battle Starships. CLONE TROOPERS advance, firing at the massed DROIDS. FIGHTER DROIDS fly overhead, exchanging fire with the Gunships and JEDI fighters.

158 INT. COCKPIT, NABOO STARFIGHTER - DAY 158

THREEPIO and ARTOO see flashes outside of the ship, exploding everywhere.

C-3PO
I'm sure I heard something, this
time. Didn't you? It's probably
just a celebration.

ARTOO lets out an EXHAUSTED BEEP.

159 EXT. BATTLEFIELD, GEONOSIS LANDSCAPE - DAY 159

Gunship #2 skims the battlefield, firing down, deflecting answering fire from the droids.

160 INT. GUNSHIP NUMBER TWO - DAY 160

OBI-WAN, ANAKIN, and PADMÉ are at the open sides of the Gunship. CLONES fire down at the DROIDS below.

The Gunship slows, circling a droid gun-emplacement. It blasts it, but suddenly the Gunship is rocked by a near miss. It lurches violently.

OBI-WAN
Hold on! Look! Over there...

160 CONTINUED: 160

Through the other side of the Gunship, they see a Geonosian Speeder racing past. In the open cockpit is the unmistakable figure of COUNT DOOKU.

ANAKIN
It's Dooku, go after him!

The PILOT starts to comply, but... there is a HUGE BLAST, the ship lurches on its side, and PADMÉ tumbles out.

ANAKIN
(continuing)
Padmé!!!

ANAKIN stares down in horror as PADMÉ hits the ground below.

ANAKIN
(continuing; to pilot)
Put the ship down! Down!

OBI-WAN
No! Forget her. We have to go after Dooku!

ANAKIN
No we're not!! Land this ship!

OBI-WAN
Don't let your personal feelings get in the way. We've got a job to do.

Below, PADMÉ hauls herself to her feet and waves for them to go after Dooku.

ANAKIN
I don't care!.. Go back.

OBI-WAN
Anakin! She's all right! Look.

ANAKIN stares out to see PADMÉ rescued by CLONE TROOPERS.

OBI-WAN
(continuing)
Follow that speeder!

On the ground, PADMÉ looks up at Gunship #2 as it speeds away after Count Dooku. OBI-WAN and ANAKIN follow the speeder to a Geonosian tower. The speeder descends rapidly; the Gunship follows.

Count Dooku's speeder parks outside the tower; the Gunship parks next to it. OBI-WAN and ANAKIN leap down and run inside the tower.

161 INT. GEONOSIS, SECRET HANGAR TOWER - LATE DAY 161

COUNT DOOKU throws switches on a control panel. His Interstellar Sail Ship is guarded by a SQUAD OF SUPER BATTLE DROIDS. The doors of the exit-port slide open.

DROID CAPTAIN
Your Excellency!

161 CONTINUED: 161

COUNT DOOKU turns as OBI-WAN and ANAKIN run in through the hangar doors. They draw their lightsabers. The DROIDS raise their weapons.

COUNT DOOKU
That won't be necessary, Captain. Stand down. And leave them to me.

The DROIDS lower their weapons and back off to the walls. COUNT DOOKU looks at OBI-WAN and ANAKIN with slight amusement.

OBI-WAN
(to Anakin)
We move in together - you slowly on the...

ANAKIN
I'm taking him now!

OBI-WAN
Anakin, no!

ANAKIN
You'll pay for all the Jedi you've killed today, Dooku!

ANAKIN charges across the open space at COUNT DOOKU, who smiles faintly, watching him come. ANAKIN raises his lightsaber. At the last moment, COUNT DOOKU thrusts out an arm, and ANAKIN is lifted up, hurled across the room, and slammed into the opposite wall. He slumps to the foot of the wall, semi-conscious. COUNT DOOKU moves toward OBI-WAN.

COUNT DOOKU
Kenobi, isn't it? As you can see, my Jedi powers are far beyond yours. Now, back down.

OBI-WAN
I don't think so.

OBI-WAN lifts his lightsaber. COUNT DOOKU smiles.

COUNT DOOKU
Ah, but if I must.

COUNT DOOKU draws his lightsaber. He and OBI-WAN start to circle each other.

COUNT DOOKU
(continuing)
I have spent the last ten years learning to use the power of the Dark Side. It gives me infinitely greater power.

OBI-WAN
You will have to prove it.

OBI-WAN comes in fast, swinging at COUNT DOOKU's head. DOOKU parries the cut easily. As they fight, it quickly becomes clear that DOOKU is the complete swordsman - elegant, graceful, classical - a master of the old style.

161 CONTINUED: (2) 161

COUNT DOOKU
Grand Master Kenobi, you disappoint me. Yoda holds you in such high esteem.

COUNT DOOKU parries another cut.

COUNT DOOKU
(continuing)
Surely you can do better...?
(parries)
No, I'm surprised. Has Jedi swordsmanship degenerated so quickly, or are you trying to make fun of me?
(cuts)
Which is it?

COUNT DOOKU thrusts. OBI-WAN steps back quickly, panting for breath.

COUNT DOOKU
(continuing)
Come, come, Master Kenobi. Put me out of my misery.

OBI-WAN takes a deep breath, gets a fresh grip on his lightsaber, and comes in again. For a moment, he drives COUNT DOOKU back. Then Dooku's superior skill begins to tell again, and he forces OBI-WAN to retreat.

COUNT DOOKU increases the tempo of his attack. OBI-WAN is pushed to the limit to defend himself. DOOKU presses. His lightsaber flashes.

OBI-WAN is wounded in the shoulder, then the thigh. He stumbles back against the wall, trips, and falls. His lightsaber goes skittering across the floor.

COUNT DOOKU raises his lightsaber. OBI-WAN looks up at him helplessly. Dooku's lightsaber flashes down and CLASHES against - Anakin's lightsaber! COUNT DOOKU and ANAKIN stare eyeball-to eyeball.

COUNT DOOKU
(continuing)
That's brave of you, boy - but foolish. I would have thought you'd have learned your lesson.

ANAKIN
I'm a slow learner.

And ANAKIN charges at COUNT DOOKU. The force of his attack catches the Count slightly off balance. Anakin's lightsaber flashes. COUNT DOOKU draws back, putting a hand to his arm. He takes the hand away and looks at the smear of blood where Anakin has nicked him.

COUNT DOOKU
You have unusual powers, young Padawan. But not enough to save you this time.

161 CONTINUED: (3)

ANAKIN
Don't bet on it!

OBI-WAN
Anakin!

OBI-WAN uses the Force to catch his lightsaber and he tosses it to ANAKIN. With TWO LIGHTSABERS, ANAKIN attacks. COUNT DOOKU parries and ripostes. It's no contest. ANAKIN is driven back against the wall. He loses one lightsaber. Finally COUNT DOOKU, in one flashing move, sends Anakin's arm, cut at the elbow, flying still gripping his lightsaber. ANAKIN drops to the ground in agony. COUNT DOOKU draws himself up to deliver the coup de grace.

Suddenly, the great doors slide open. The DROIDS turn fast, raising their weapons. Through the thick smoke, emerges the heroic figure of YODA. He stops on the smoke-filled threshold, FOUR DROIDS lined up on either side of him, guns pointed.

Before the DROIDS can get off a shot, YODA raises his hand, and the DROIDS are flung against the far walls and crash to the floor in heaps of smoking metal.

Silence. COUNT DOOKU steps away from ANAKIN to face the Jedi Grand Master. His lightsaber whirls in a formal salute.

COUNT DOOKU
Master Yoda. At last we shall know who is the most powerful.

YODA draws a miniature lightsaber out of his cane. He salutes formally.

YODA
Count Dooku. No interest in contests, do I have.

COUNT DOOKU charges across the space at YODA. He rains down blows upon the tiny figure. YODA doesn't budge an inch. For the first part of the contest, he parries every cut and thrust that Dooku aims. Nothing the great swordsman tries gets through. His energy drains. His strokes become more feeble, slower.

YODA attacks! He flies forward. COUNT DOOKU is forced to retreat. Words are insufficient to describe the range and skill of Yoda's speed and swordplay. His lightsaber is a humming blur of light.

Count Dooku's lightsaber is sent cartwheeling from his hand. He staggers back, gasping and spent, against the control panel. YODA jumps onto DOOKU'S shoulders, and is about to drive the lightsaber into the top of the Count's head.

YODA
(continuing)
The end for you, Count, this is.

COUNT DOOKU
...Not yet...

COUNT DOOKU raises his arms knocks YODA off his shoulders and then, with all his might, he uses the Force to pull on one of the cranes in the hangar. It comes crashing down on OBI-WAN and ANAKIN. But in the blink of an eye, YODA is under the crane,

161 CONTINUED: (4) 16

holding it up, using the Force. YODA closes his eyes and concentrates.

ANAKIN is unconscious, and OBI-WAN tries to get out from under the crane. The fallen crane trembles and starts to lift. Behind it, the sound of the Sail Ship's engines are heard starting up.

YODA concentrates harder. Slowly, the crane rises. The SOUND OF THE ENGINES increases. YODA exerts every scrap of his powers. The crane lifts clear of of ANAKIN and is thrown to the ground.

Dooku's Sail Ship takes off. OBI-WAN and ANAKIN struggle to the exhausted YODA, but it's too late. The Sail Ship rises into the air and flies away.

PADMÉ and A CLONE CAPTAIN with about TEN TROOPERS appear in the doorway.

PADMÉ
Anakin!

PADMÉ runs to him and throws her arms around him. ANAKIN is barely able to stand up. The CLONE CAPTAIN marches up to YODA, stops, and salutes smartly.

CLONE CAPTAIN
Resistance is at an end, General. What are your orders?

YODA looks at him and sighs.

162 EXT. CORUSCANT, OLD TOWN - DAWN 162

Count Dooku's Interstellar Sail Ship glides through a deserted, burned-out part of Coruscant. COUNT DOOKU maneuvers the ship into one of the empty buildings and lands.

163 INT. CORUSCANT, SECRET LANDING PLATFORM - DAWN 163

The ramp lowers. COUNT DOOKU emerges and walks to where the hooded figure of DARTH SIDIOUS stands waiting. COUNT DOOKU bows.

COUNT DOOKU
The Force is with us, my Master.

DARTH SIDIOUS
Welcome home, Lord Tyranus. You have done well.

COUNT DOOKU
I bring you good news, my Lord. The war has begun.

DARTH SIDIOUS
Excellent.
(smiling)
Everything is going as planned.

164 EXT. CORUSCANT, JEDI TEMPLE - SUNSET 164

The beautiful temple basks in the red glow of the setting sun.

165 INT. JEDI TEMPLE, COUNCIL CHAMBER - SUNSET 165

MACE WINDU
Where is your apprentice?

OBI-WAN
On his way back to Naboo. He is escorting Senator Amidala home.

They are standing, looking out through the tall windows at the great plaza below. YODA sits in his chair.

OBI-WAN
(continuing)
I must admit without the clones, it would not have been a victory.

YODA
Victory? Victory, you say?

OBI-WAN turns and looks at the sad little Jedi sitting in the Council Chamber. Apart from KI-ADI-MUNDI and PLO KOON, who is wounded, the Chamber is empty.

YODA
(continuing)
Not victory, a defeat, it was... Master Obi-Wan. Begun, the Clone War has!

166 EXT. NABOO LAKE RETREAT, LODGE, GARDEN - LATE DAY 166

In a rose-covered arbor overlooking the sparkling lake, ANAKIN and PADMÉ stand before a NABOO HOLY MAN.

THREEPIO and ARTOO stand by, watching, as the HOLY MAN blesses the happy couple and, amid gently falling rose petals, ANAKIN and PADMÉ kiss.

167 EXT. CORUSCANT, MILITARY STAGING AREA, BALCONY - LATE DAY 167

PALPATINE, JAR JAR, BAIL ORGANA, and the OTHER SENATORS, with TWO ROYAL GUARDS, stand looking down at the square below.

TENS OF THOUSANDS OF CLONE TROOPS are drawn up in strict formation or move forward in neat files to climb the ramps of the Military Assault Ships.

On the balcony, PALPATINE's expression is deeply sad. Everyone watches somberly as, in the square, loaded Assault Ships take off. Other land immediately in their place. The sky above is thick with transports. CLONE TROOPS march and board the Ships.

The Great Clone War has begun...

FADE OUT:

THE END